

# ULTIMATE SPIDER-MAN®

ISSUE

111

THE TALK



**MARVEL**

**BENDIS  
BAGLEY  
IMMONEN**



# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

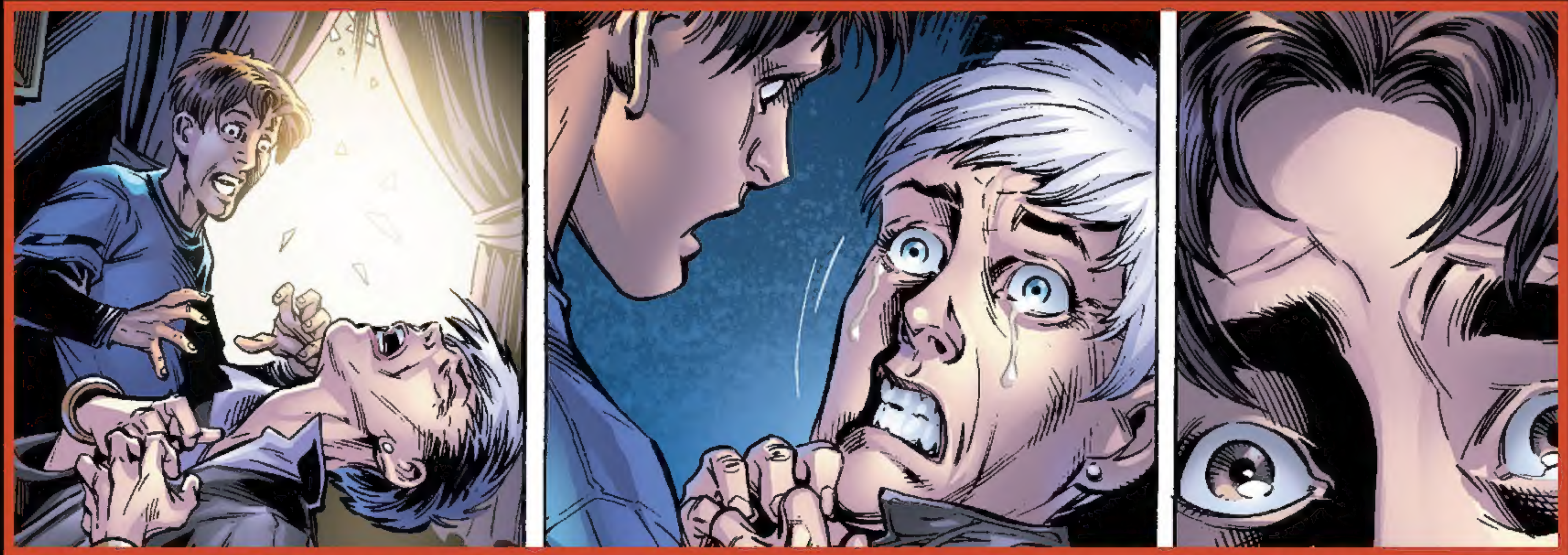
The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers!

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility! Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Recently, Peter and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde, a member of the world famous X-Men, in shambles. Peter and Mary Jane are shocked to discover that Kitty now goes to school with them. In their class.

Meanwhile, Spider-Man's adventures led not only to the destruction of the Parker house, but also to Aunt May's discovery of Peter's secret identity. But before Peter can explain himself to the woman who raised him, Aunt May has a heart attack.

Aunt May is recovering. This is her first day home...



# THE TALK

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Ta-daa!!

Well!!

There it is, Aunt May.

A brand-spankin' new Parker home, in the lovely (and completely underrated) Forest Hills, Queens.

That is so odd.

What?



They fixed **everything**. They fixed the broken shutter.

Was it broken?

You were supposed to fix it.

With **what**?

They must really like you.



If they liked me, they wouldn't have helped trash our house to begin with.

And who are "they," exactly??

Oh, uh... S.H.I.E.L.D... Supreme Head of something... I have no idea what it stands for. **But--**

Oh my God, this is a **terrible** color.



Holy crap, they packed the place full of food.

Language.

Sorry.

So, we should talk.

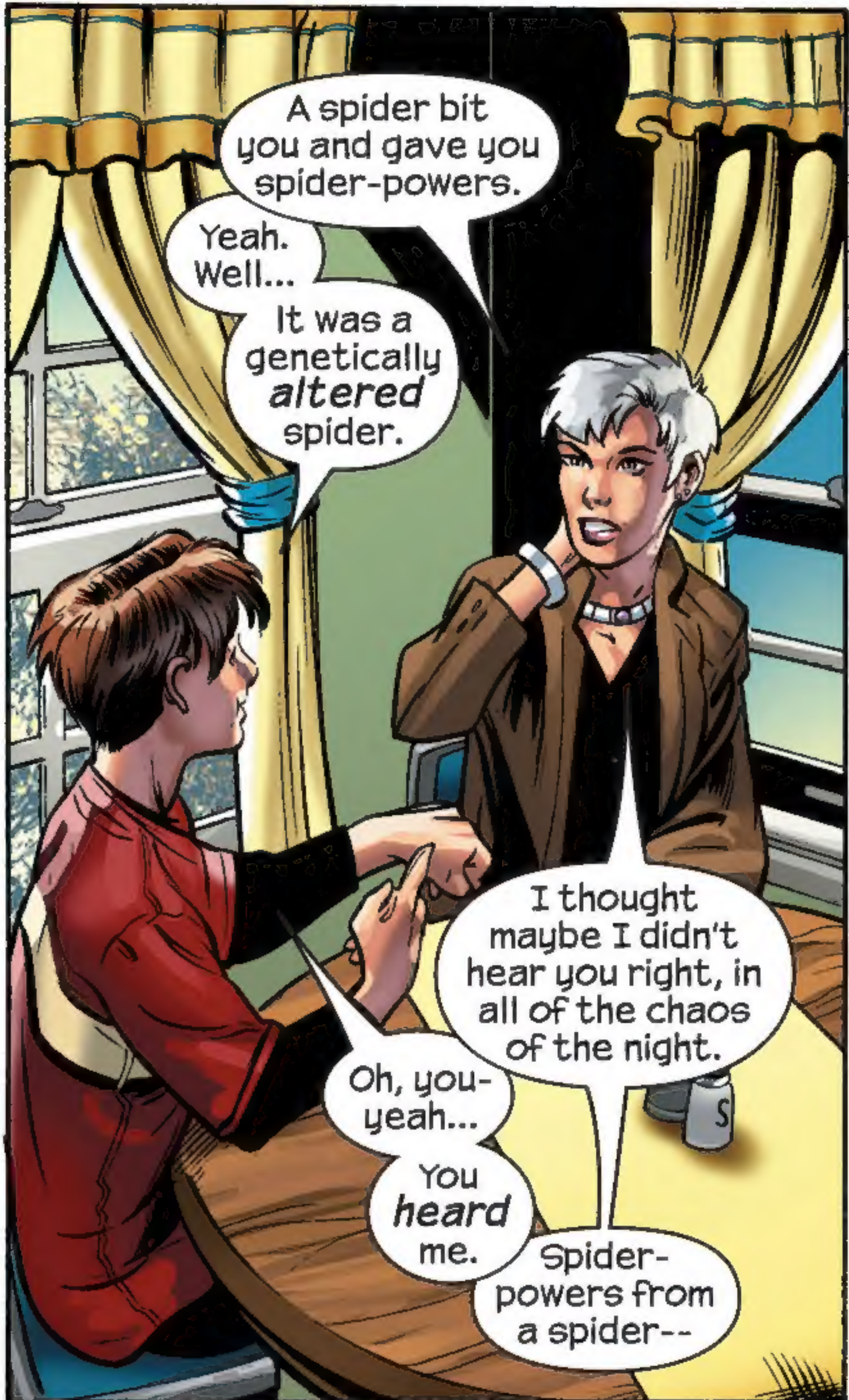
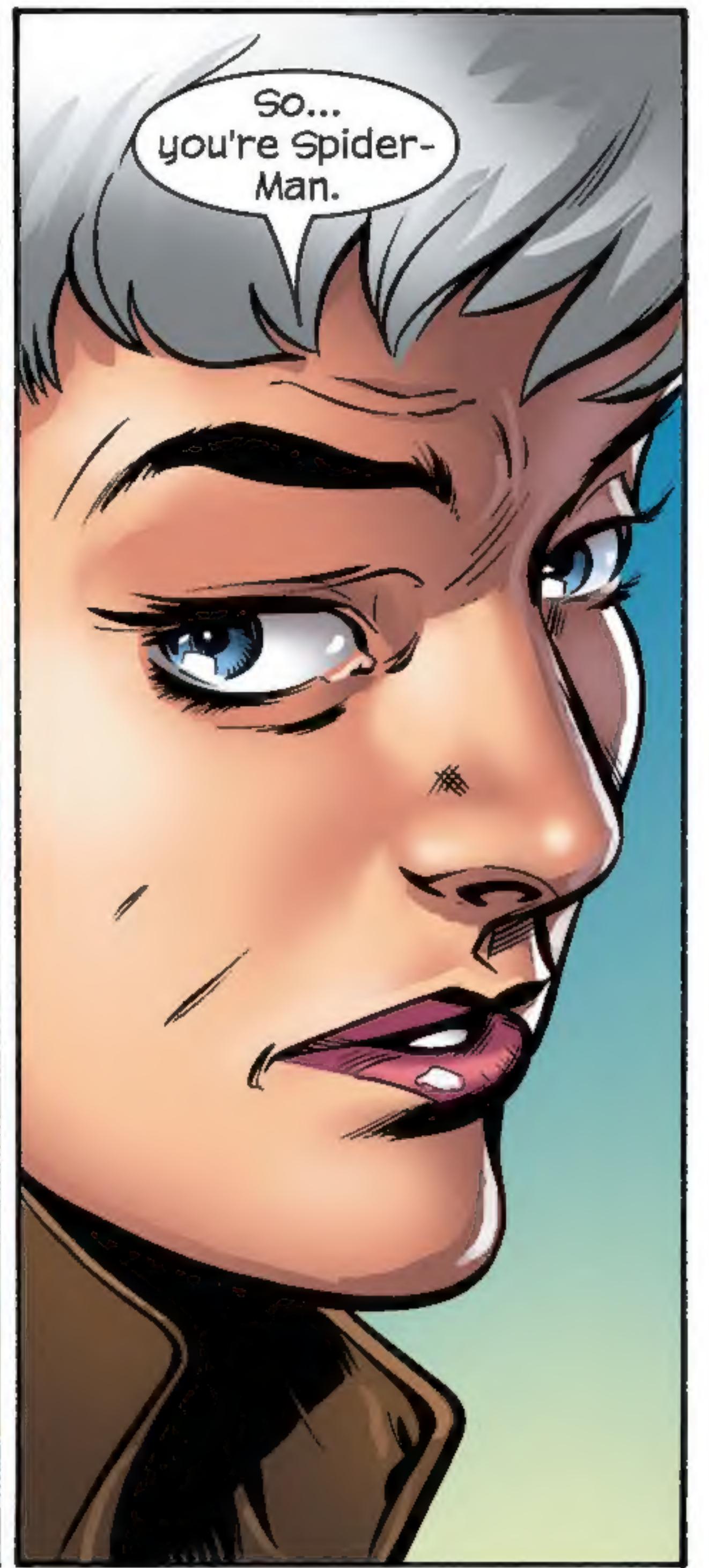
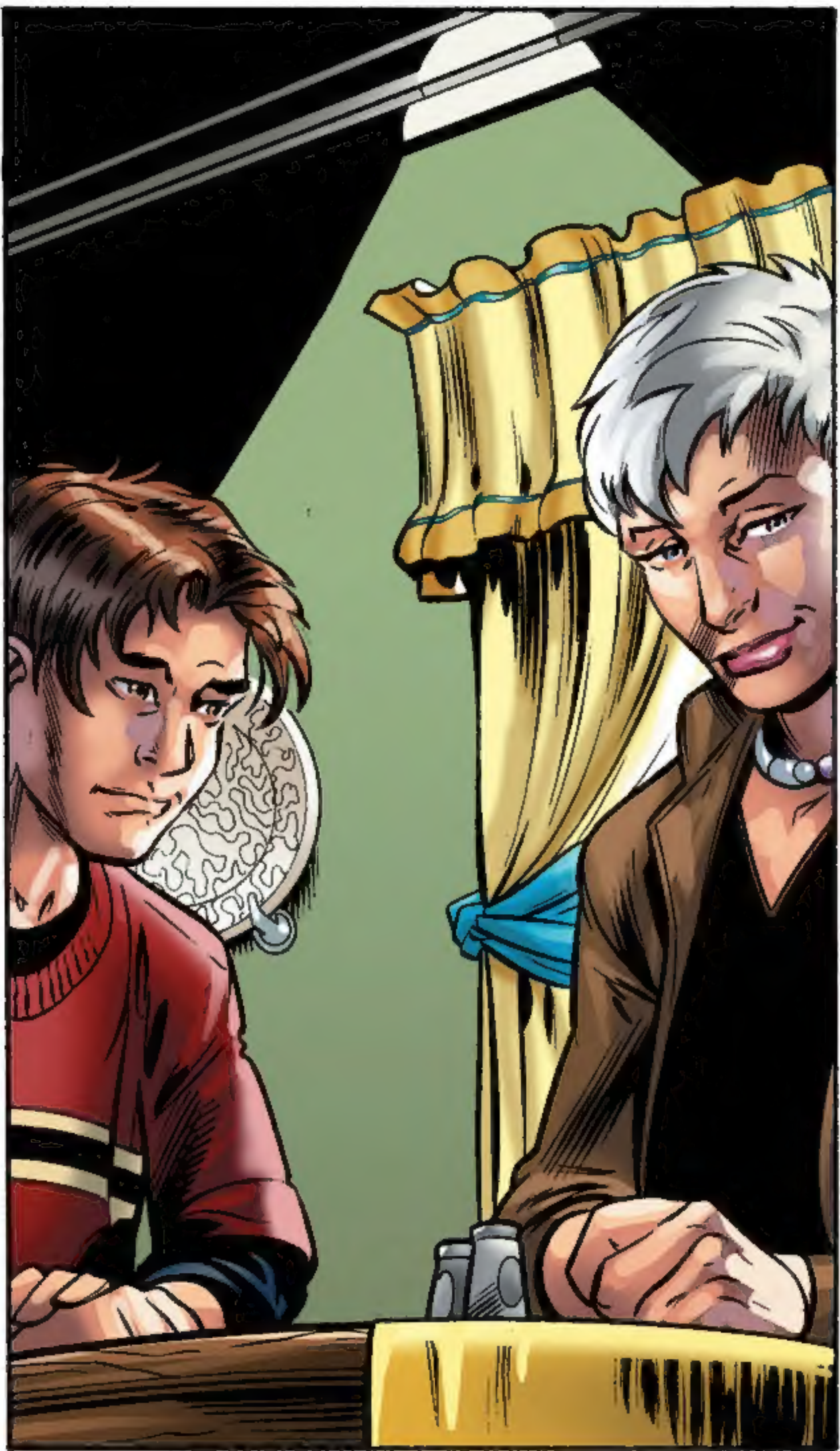


Yeah... I guess.



Sit.









Norman Osborn made some wacky drug and put it in a spider. The spider bit me.



Norman Osborn. Yes. It's always something with Norman Osborn. Yes. That snake.



Yes. Well... Then he tried to do it to *himself* and he turned into this green goblin-y thing.



Then he turned Harry into this orange goblin-y thing. Oh my God! And *that's* why he's been in our lives?? Yes! That you should have told me.



By the time I knew what was going on, he was taken away. It was all over. Poor Harry, though, huh? I really miss him.



Did you have a fight with him?



Yeah. Both of them. I hated it. But, Norman, he's kind of obsessed with me.



And you "fight," fight? You beat people up!?



Only...bad people.



But still. The violence...



There's bad people out there. I wish there weren't, but there are.



You know, you *have* to finish high school.



I know.



You *have* to! It's so important.



I know.



After that, you'll be an adult, and then it's up to you whether you-- Aunt May. I'm going to high school. I never miss a day. (Almost.)

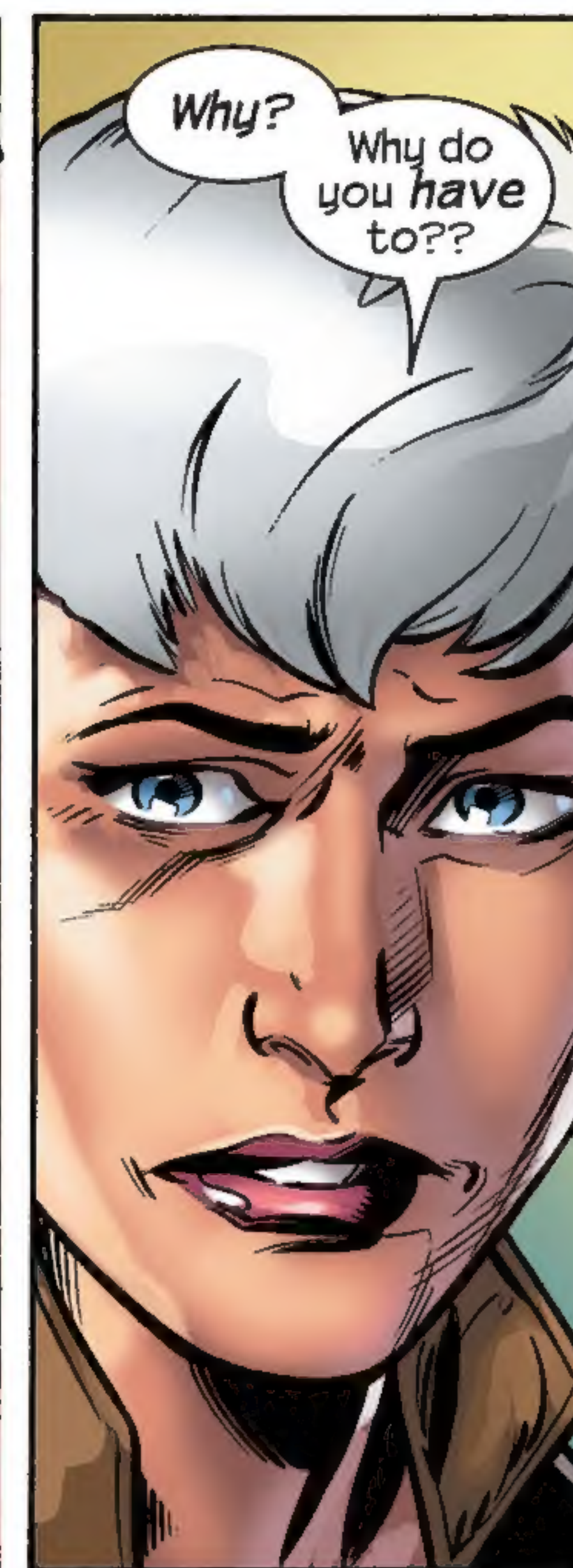
I'm going to go to college and I'm going to be a genetic and chemical engineer and I'm probably going to get a doctorate in both fields.



All the while being Spider-Man.



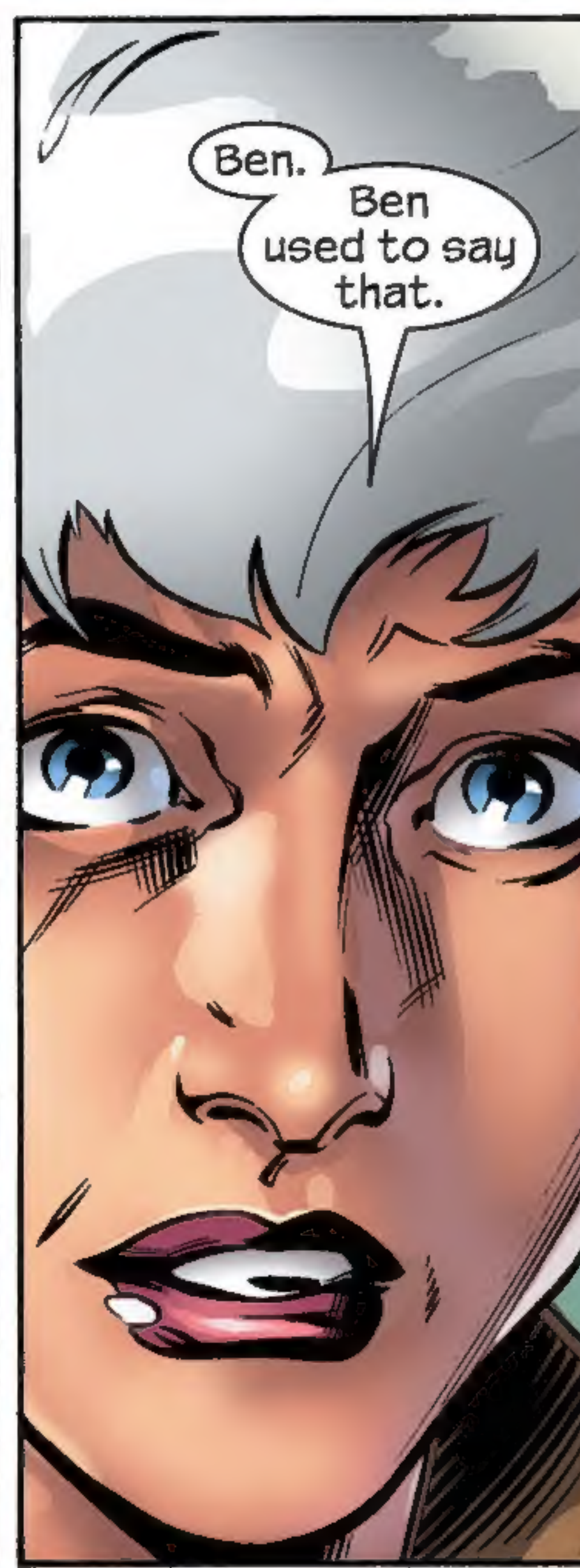
I kind of *have* to.



Why? Why do you *have* to??

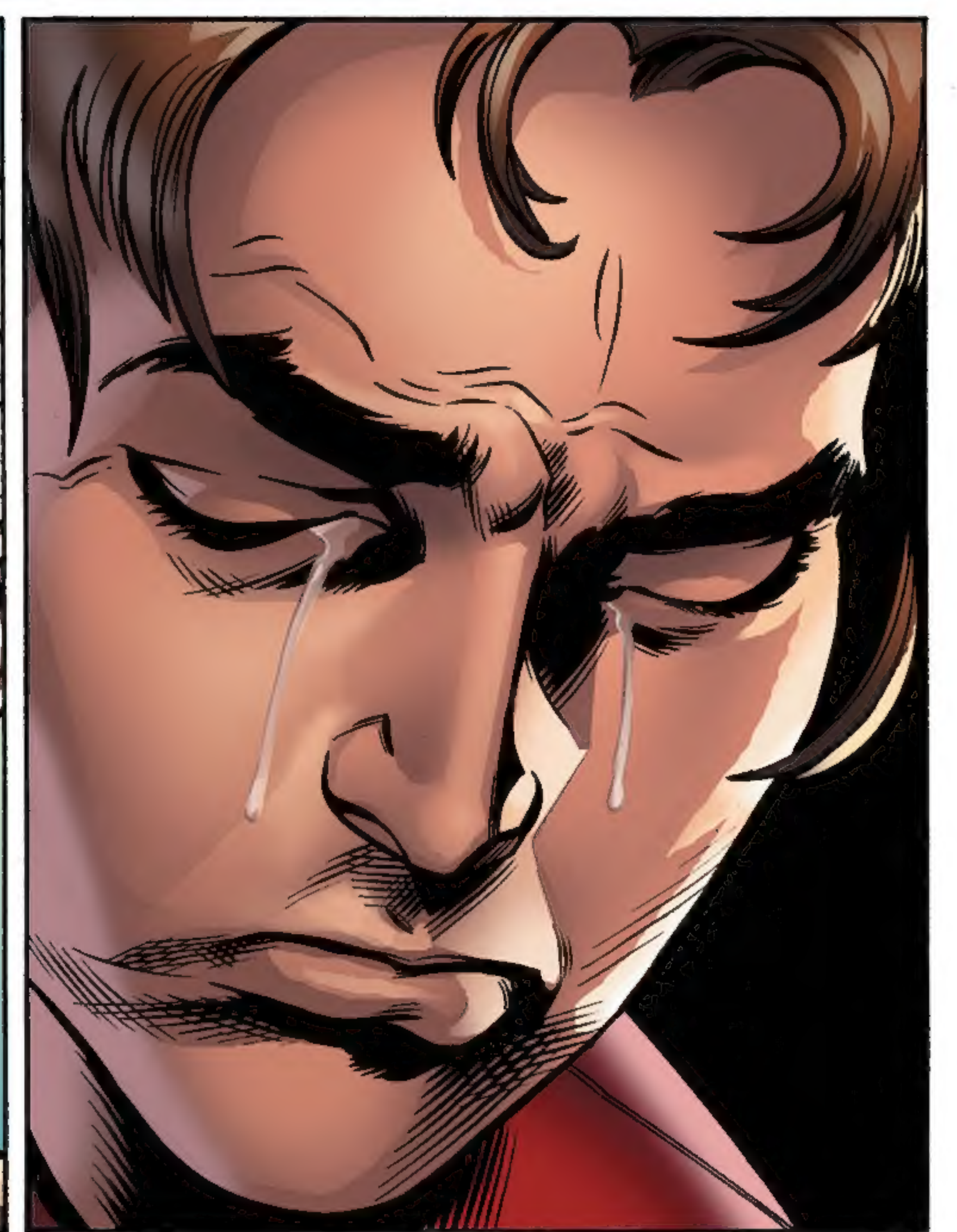


Because with great power, there must also come great responsibility.

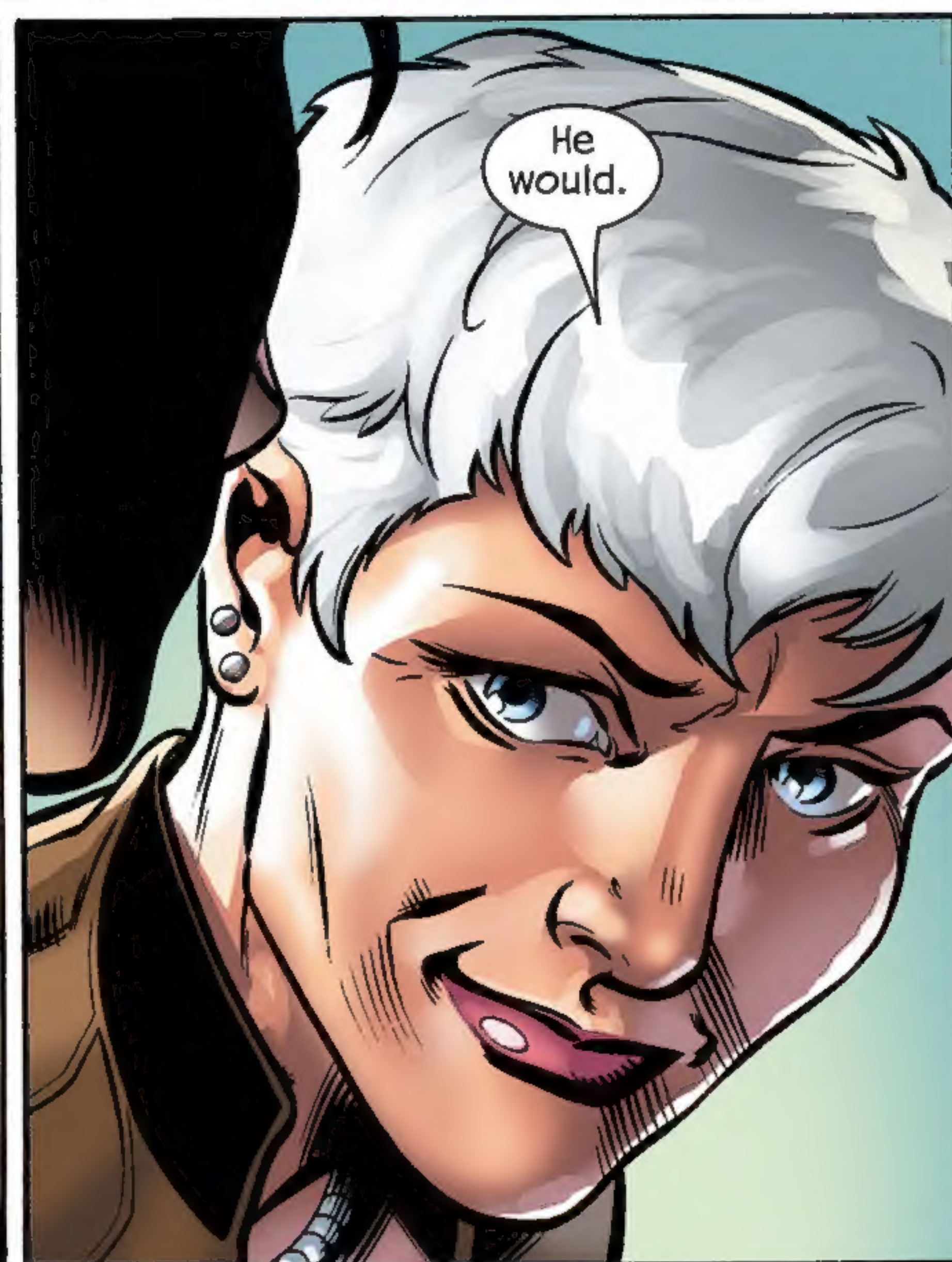


Ben. Ben used to say that.

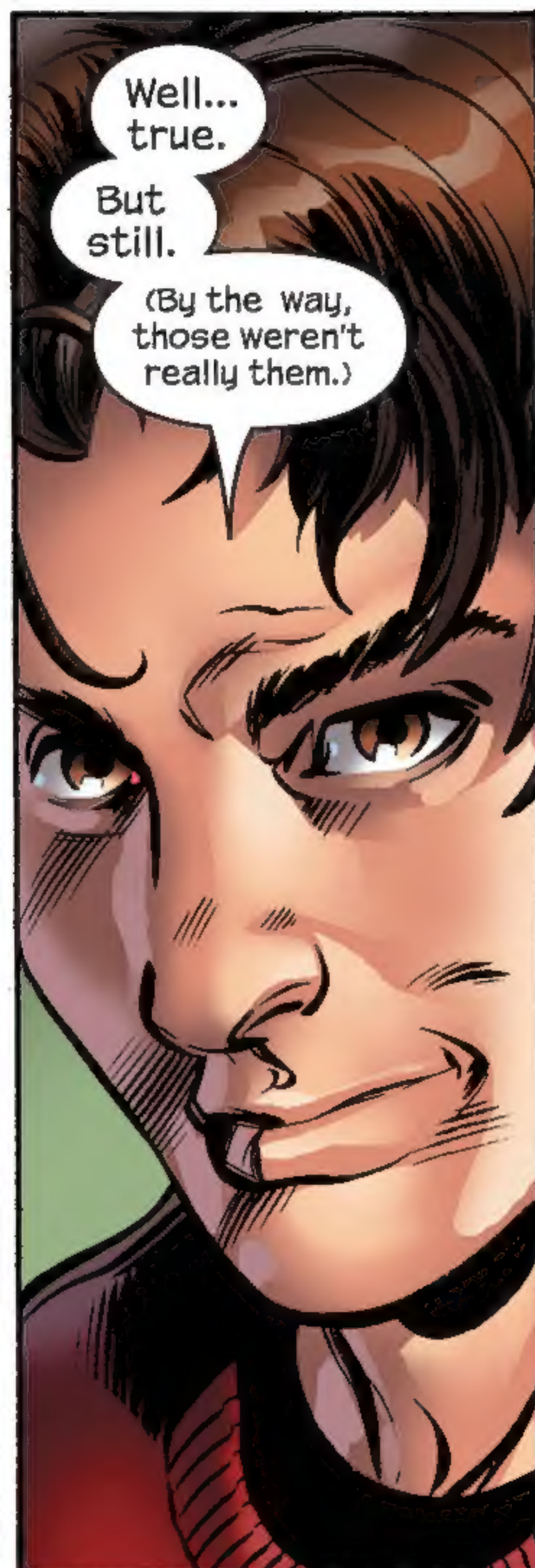
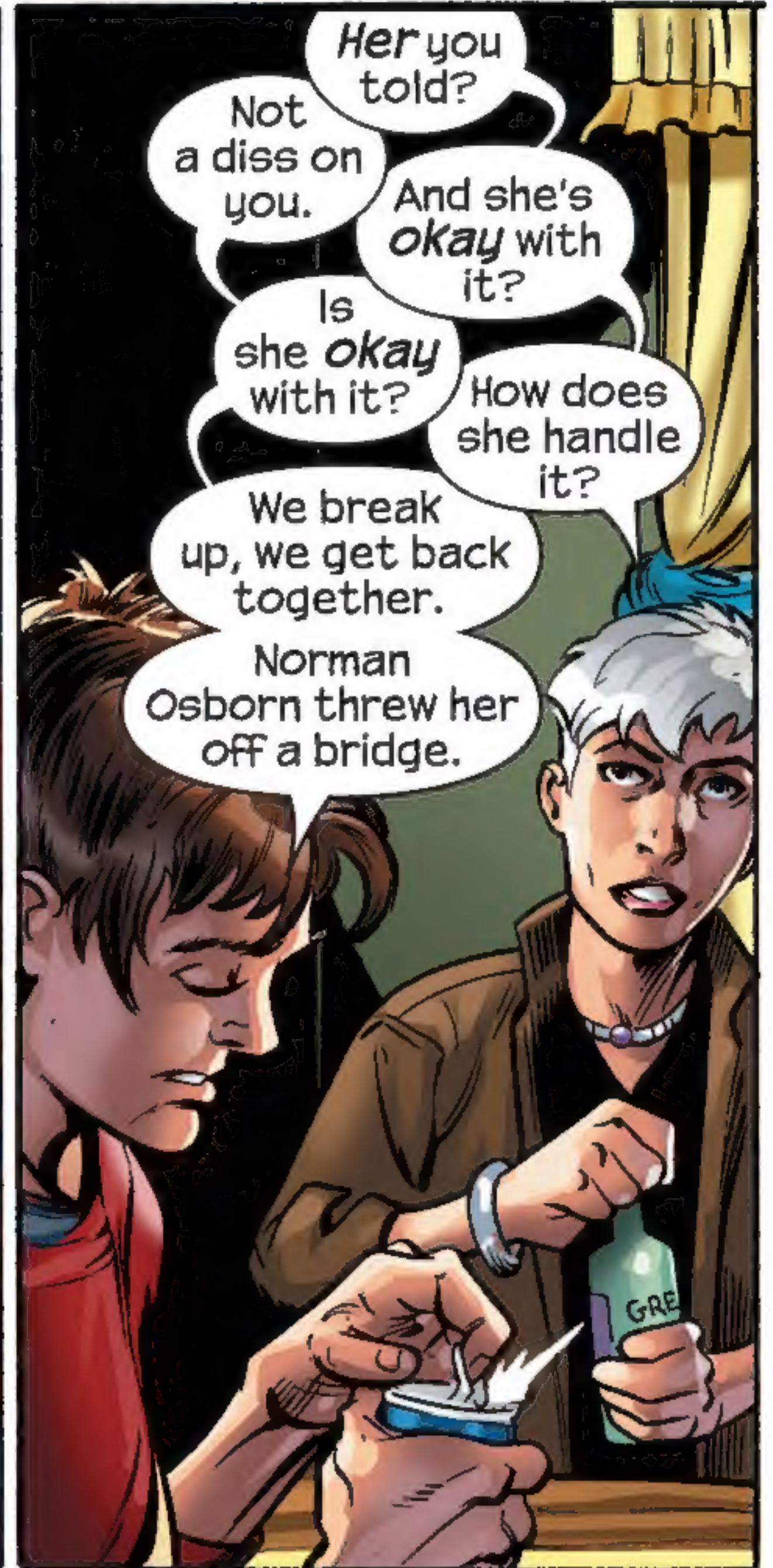
















Maybe we should stop for a while and let you--



No, no, I'm just excited. This. I have to tell you. This is such a *relief*.

It's like the world's gone to full color.

Now I see everything. Now I see how everything is connected.



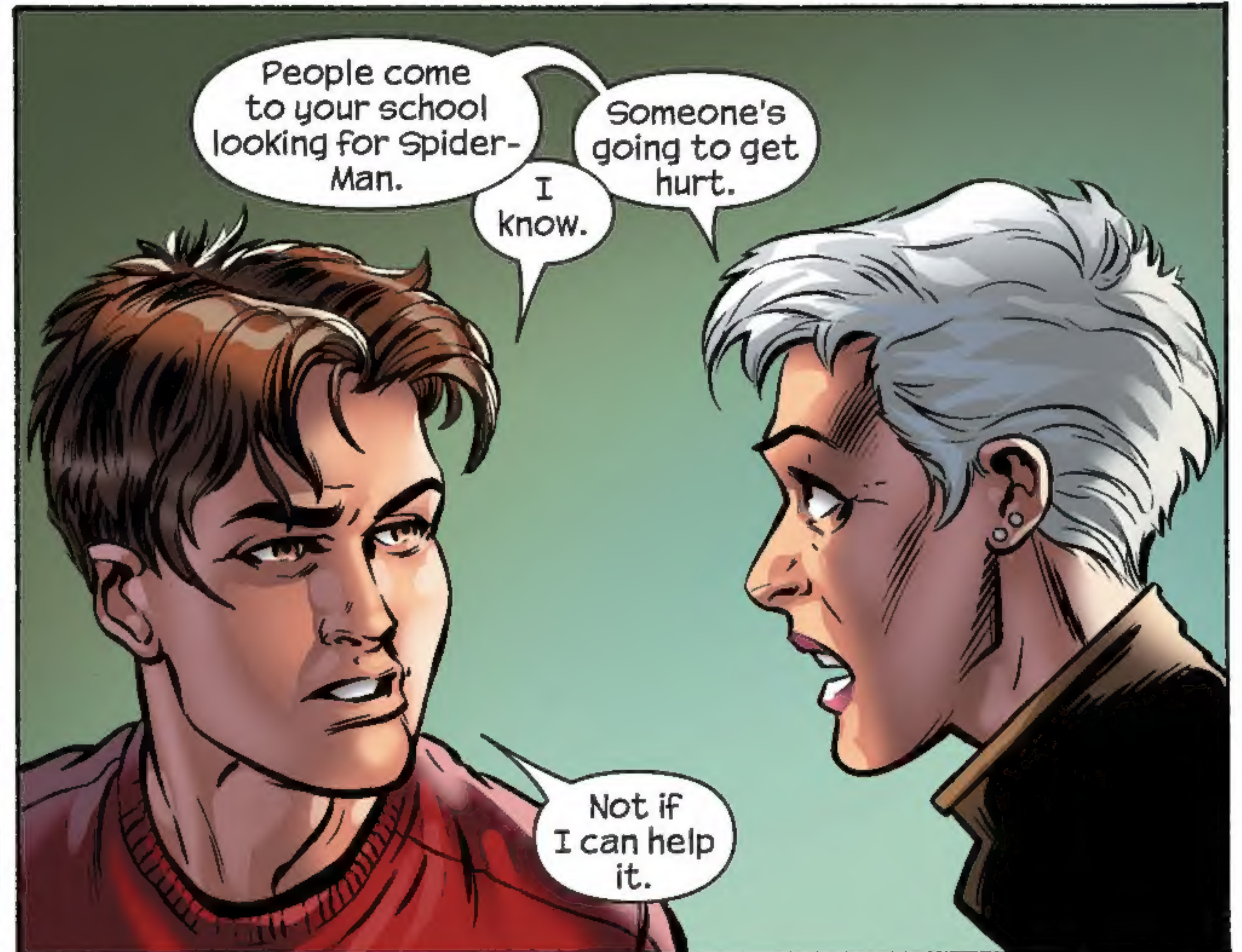
Sure.

You don't know this but I- I was kind of obsessed with why this Spider-Man was so close to my life.



Why was Spider-Man always in this neighborhood?  
Why was Spider-Man there when Ben died?  
Why is he at your school??  
And now I see it's no mystery, it's just how unbelievably *careless* you are.

It's not *careless*. It's just, crazy stuff happens all the time.



People come to your school looking for Spider-Man.

Someone's going to get hurt.

I know.

Not if I can help it.



How do you do this??  
Tell me how you go from little Peter Parker to this Spider-Man.  
How do you know when to be Spider-Man?



PETER PARKER:  
Well, um, well...  
I can tell you what  
happened today.

AUNT MAY:  
*Today?! You were  
being Spider-Man  
today, before you  
came and got me  
from the hospital??*

PETER PARKER:  
Well...yeah.

AUNT MAY:  
I thought you  
were *working!*

PETER PARKER:  
I was. I was at  
the *Daily Bugle*.

AUNT MAY:  
You *do* work there.

PETER PARKER:  
You've *seen* my  
paycheck. I *do* work  
there and it's a great  
job. I *love* it there.

There's always  
something really  
intense going on.

And- and- and smart  
people arguing about  
morals and ethics and  
integrity that most of  
them feel they have  
to *not* live by, or  
the paper will fold.

I love it there. I'm  
serious. If it wasn't  
for science, I so  
could see myself  
being a journalist.

AUNT MAY:  
Maybe you *will* be one.

PETER PARKER:  
Maybe. But the  
*other* thing I love  
about that place is  
that it's this *hub* of  
information for me.

Anything going on in  
the city...*anything*.  
And the paper knows  
about it in two seconds.

A bank robbery, a  
monster tearing up Times  
Square, vampires...

AUNT MAY:  
*Vampires??*

PETER PARKER:  
What*ever* is going on,  
I know all about it.

And the place is so  
huge that I can sneak  
out and try to do  
something to help  
without anyone really  
ever noticing I'm gone.

Most of the time I get  
there before the cops.

And a lot of the time  
*I'm* in and out of there  
before the reporter who  
got assigned the story  
can even physically *get*  
across town to get to it.





**PETER PARKER:**  
Today's adventure was about someone flipping out in an industrial complex, and there were hostages and all kinds of bedlam of some sort.

But what caught my ear about this was it was happening at **Roxxon Industries**.

**AUNT MAY:**  
What's Roxxon Industries?

**PETER PARKER:**  
Exactly! They're a pharmacological-industrial-conglomerate-complex, and every fourth time I've had to put my costume on in the last five months, it's been about *them*.

Either someone's trying to *assassinate* the guy who owns Roxxon, or a big, flying birdman is trying to *blow up* Roxxon, or some silver lady gets hired by Roxxon to find me.

It's all this **Roxxon** stuff.

And I don't know why!!

I don't know what's going on or who exactly is involved, all I know is that this Roxxon company is always at the center of shenanigans!

**AUNT MAY:**  
What do you think it is??

**PETER PARKER:**  
I think that the rich people who own Roxxon are up to shenanigans and getting away with it because everyone is so focused on Norman Osborn and Otto Octavius that no one is paying attention to Roxxon.

Or Roxxon paid a bunch of people to look the other way.

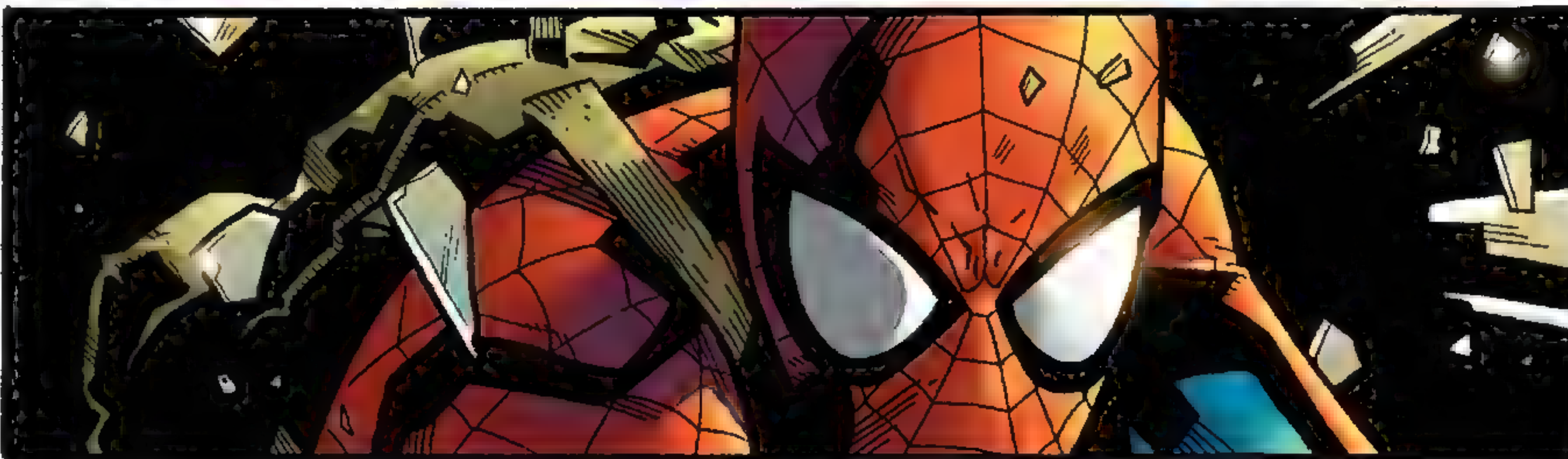
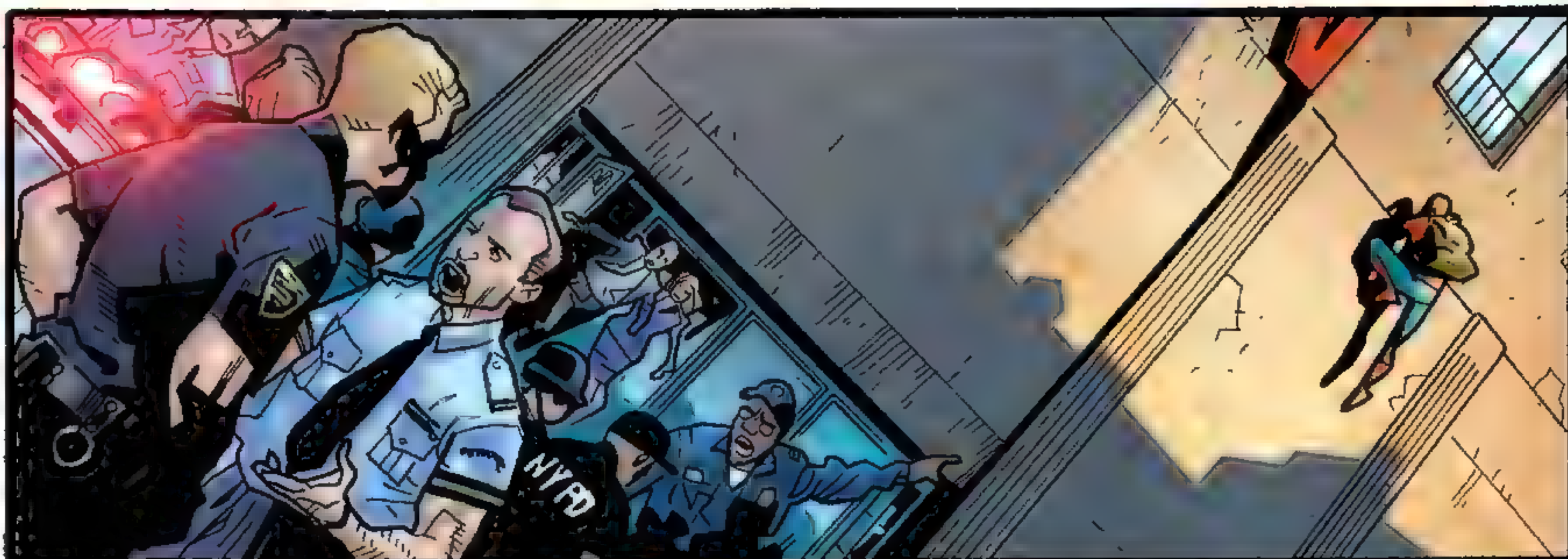
Or that Roxxon is in cahoots with our government and getting a free pass.

But what matters is they're up to shenanigans and people are getting hurt.

By the time I got across town, it was already bedlam there, chaos...

Cops, fire trucks, people screaming. The media was blocks away...

I didn't know what I was diving into, but I knew there were people in there and...





PETER PARKER:  
Honestly, I didn't know  
*what* I was looking at.

ALINT MAY:  
What happened?

PETER PARKER:  
Well, first the place  
was just trashed. People  
were screaming.

And in the middle of  
this gorgeous, high-tech  
laboratory, that was *so*  
trashed it hurt my young  
scientist heart, was this  
guy who was made out  
of- of *floating black-  
and-white*.

ALINT MAY:  
I don't understand.

PETER PARKER:  
I don't know how else  
to describe it. There  
were these floating  
*spots* of black all over  
his body.

And- and his body  
seemed- I don't think he  
was wearing clothes.

All white, chalk-white,  
with black spots  
cascading and moving  
over him and into each  
other like a human-lava-  
lamp kind of thing.

It was freaky.  
He was a man made  
up of spots.

ALINT MAY:  
So you just *hit* him.

PETER PARKER:  
Well, no, first I tried  
asking him what was up,  
but my spider-sense  
went off.

ALINT MAY:  
*Spider-sense??*

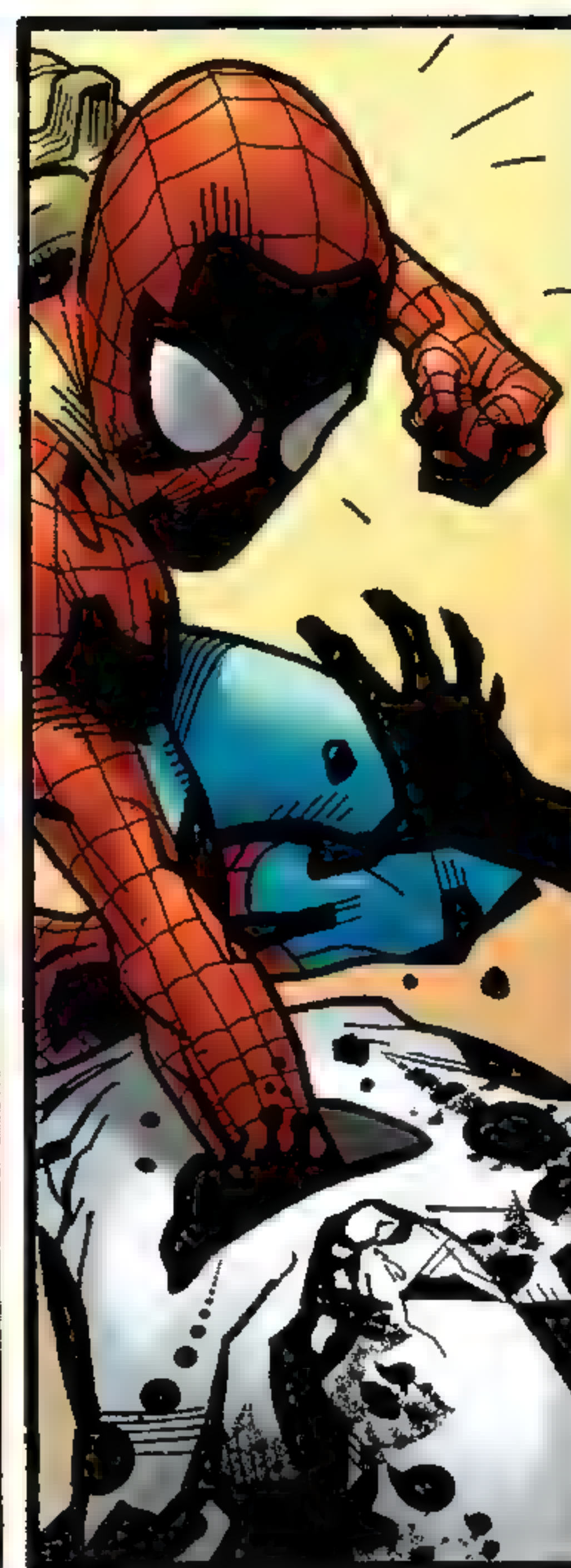
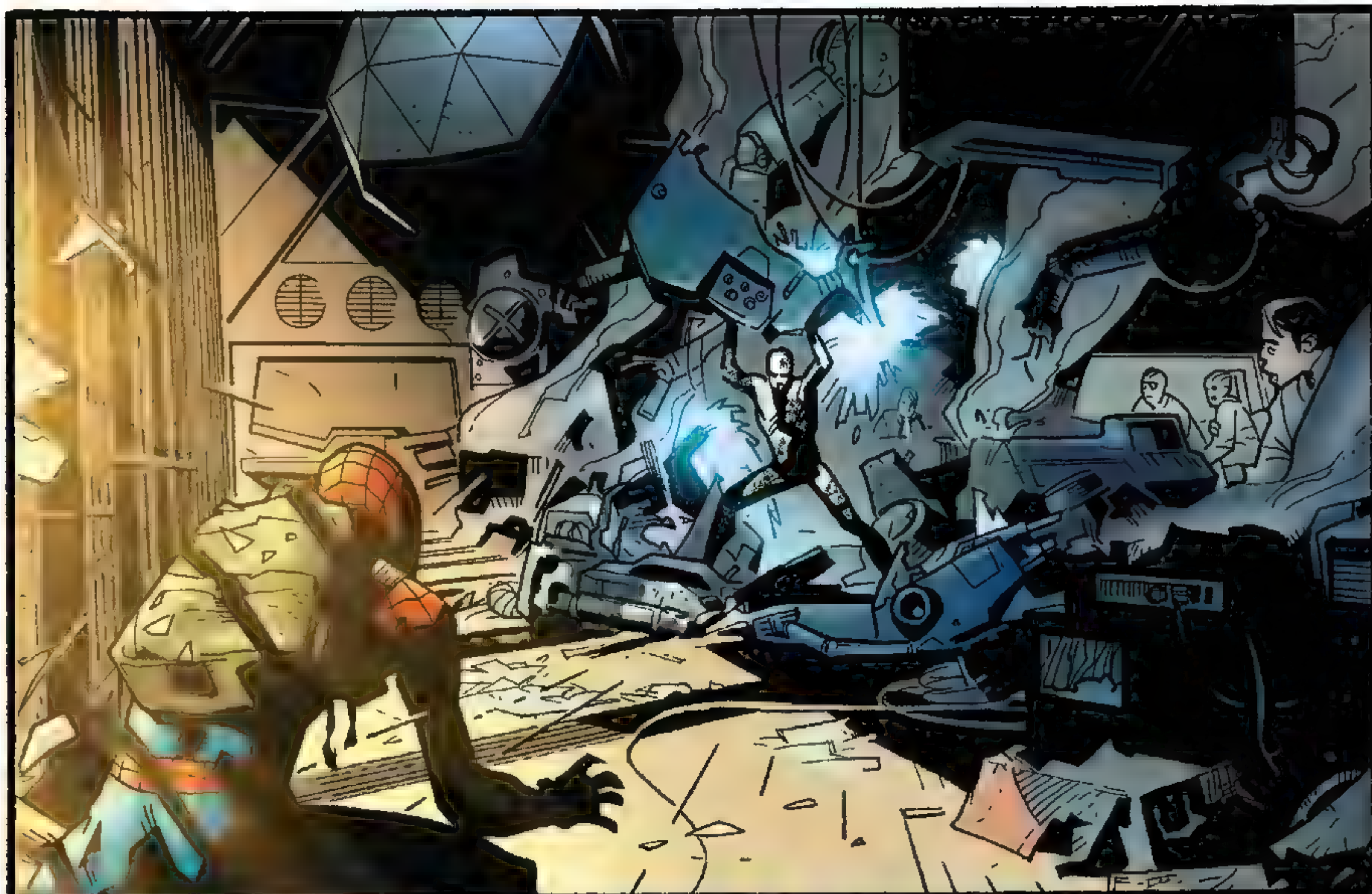
PETER PARKER:  
Oh yeah. I have a  
*sense*. A- a buzzing-  
it warns me there's  
danger.

It helps me dive  
out of harm's way.

And it *went off*,  
which meant "*game  
on*." So I tried to put  
a stop to it before  
it all went crazier.

ALINT MAY:  
And--

PETER PARKER:  
And that's when  
things got crazier.





PETER PARKER:  
These spots.

These black spots.

He controlled them  
and they seemed to  
be maybe little black  
holes, or little doors of  
antimatter, or little--

I don't know--  
he could toss black  
spots onto things and  
push objects and  
himself through them.

AUNT MAY:  
I- I can't even  
fathom what you're  
talking about--

PETER PARKER:  
*I know.* I know.  
That's my point.

You'd need to be a  
genius doctor of particle  
physics to even know  
the terms that describe  
what was *happening* and  
how they *defied* all of  
those terms and laws.

AUNT MAY:  
Black spots?

PETER PARKER:  
I'm standing *here* and--  
and he's standing all the  
way *over there* and  
I'm trying to find out  
what is happening and  
all of a sudden I'm being  
punched in the back of  
the head...by *him*!

AUNT MAY:  
What?

PETER PARKER:  
Yes, by the same guy,  
he's over there, and  
he's punching me like  
he's standing right  
behind me.

I was getting  
*vertigo* from it.

Like, the brain's not  
used to *seeing* things  
like this.

It doesn't know  
how to register it.

AUNT MAY:  
But your spider-sense...

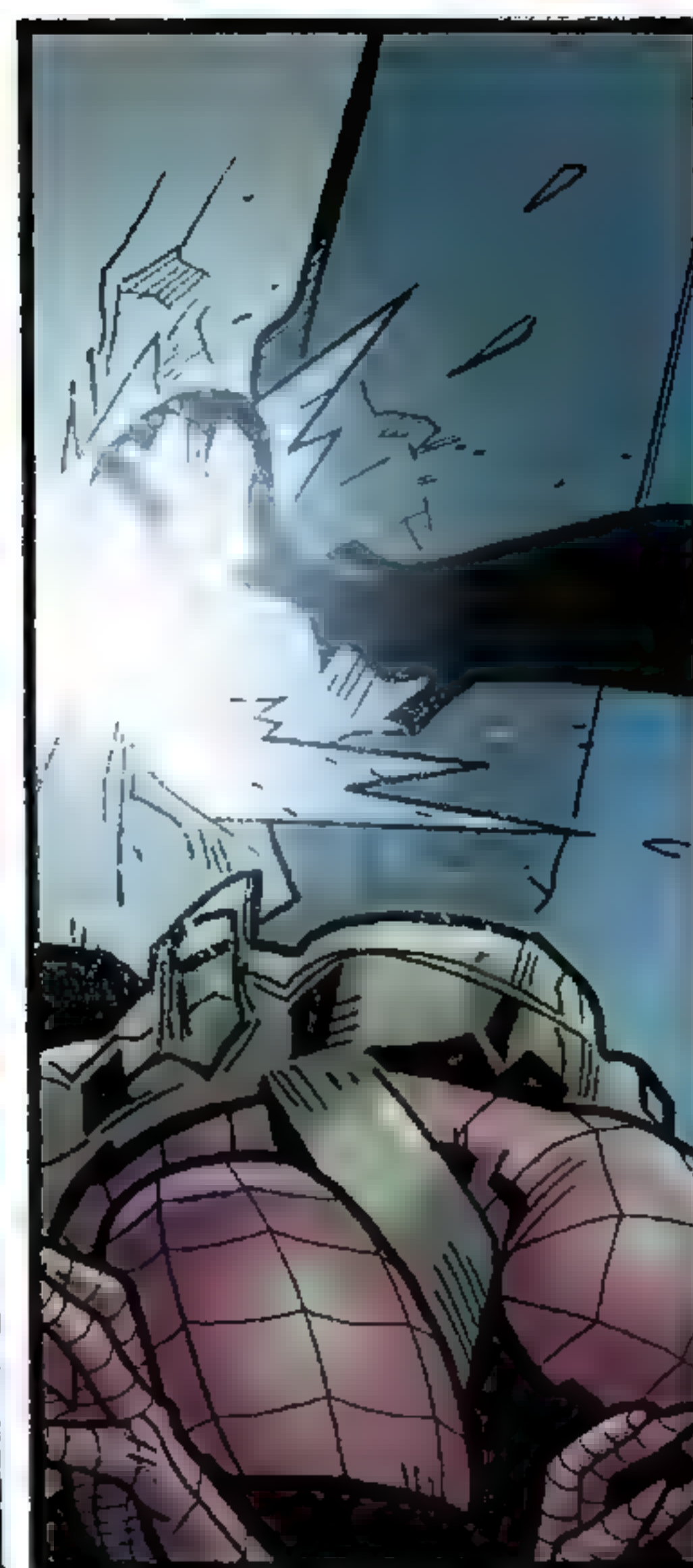
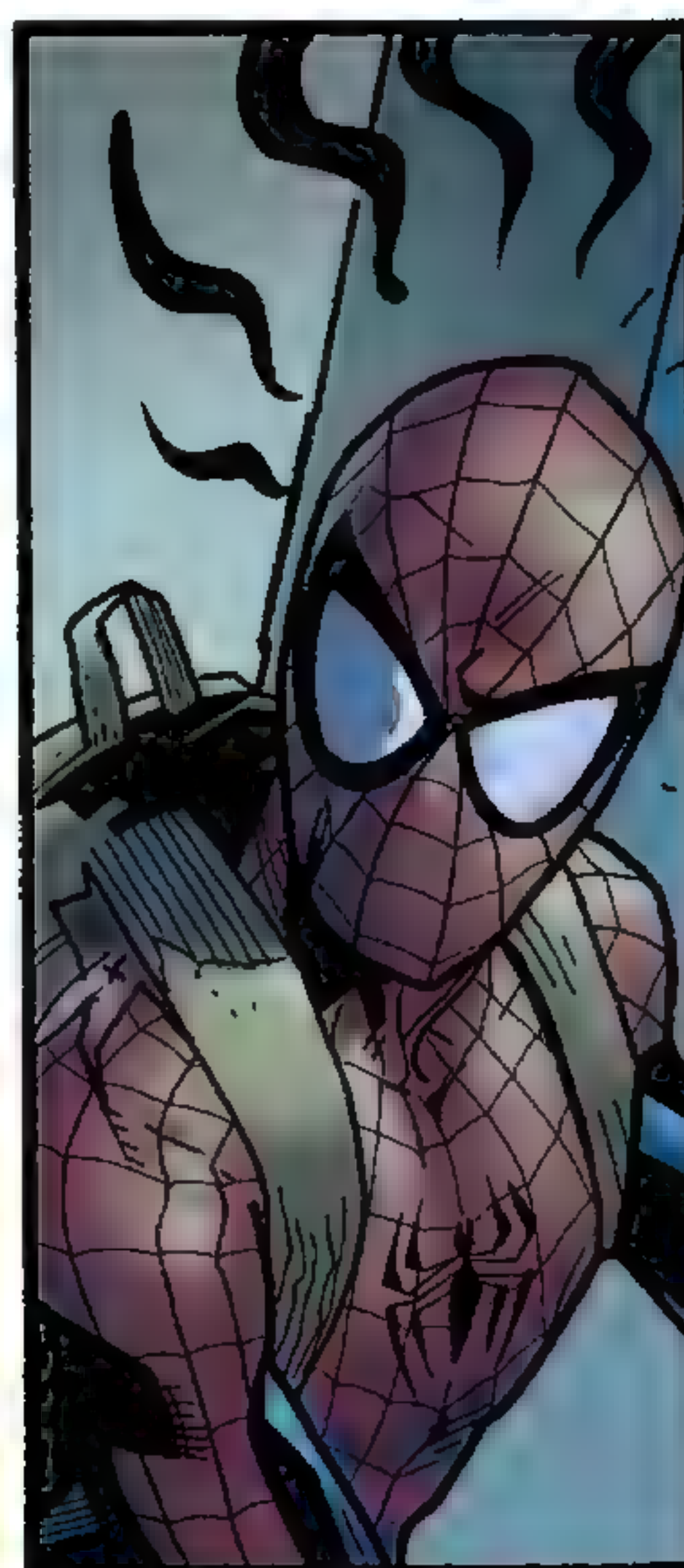
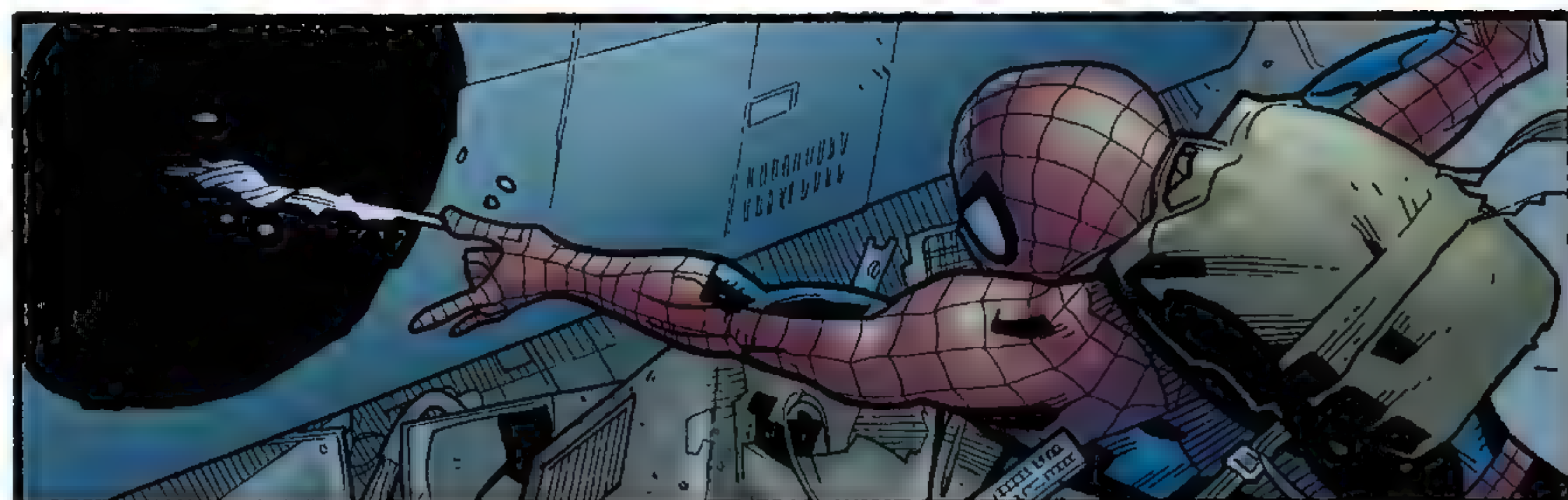
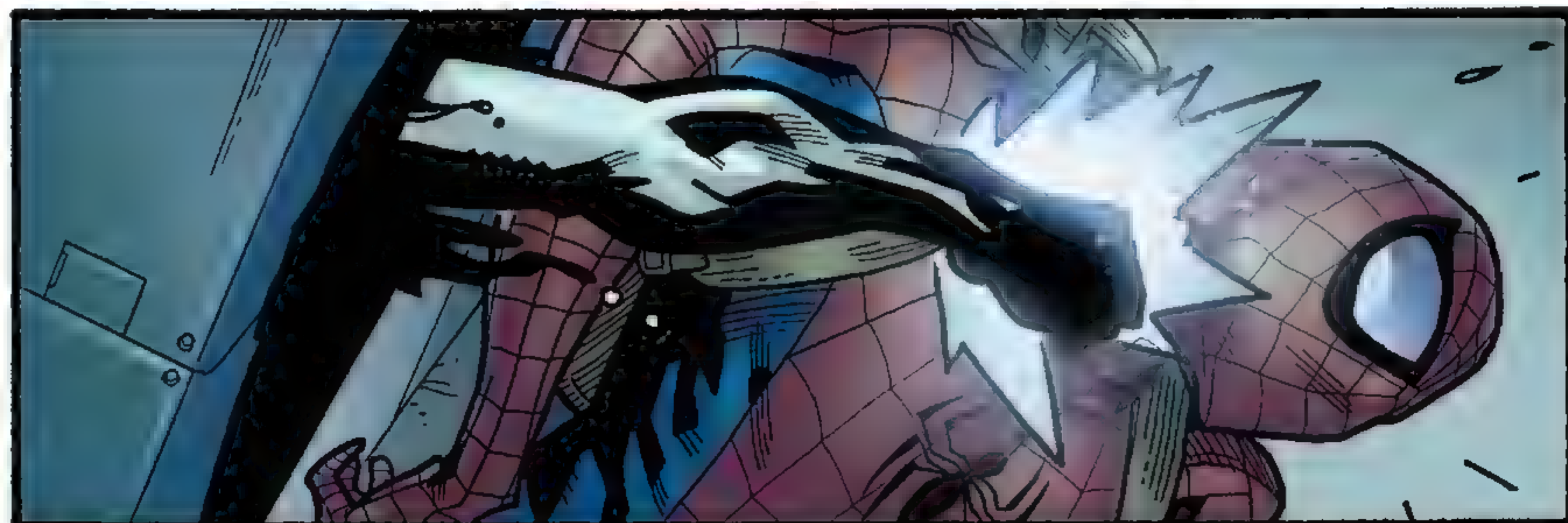
PETER PARKER:  
Tells me I'm in danger.

It doesn't tell me  
exactly *what* I'm in  
danger from.

AUNT MAY:  
So he was hitting you,  
he was hitting you just  
for trying to help him.

PETER PARKER:  
To be fair, he doesn't  
know what I am, either,  
and it didn't look like  
he wanted help.

And I wasn't so  
much trying to *help*  
him as to *stop* him  
from maybe hurting  
the people in there.



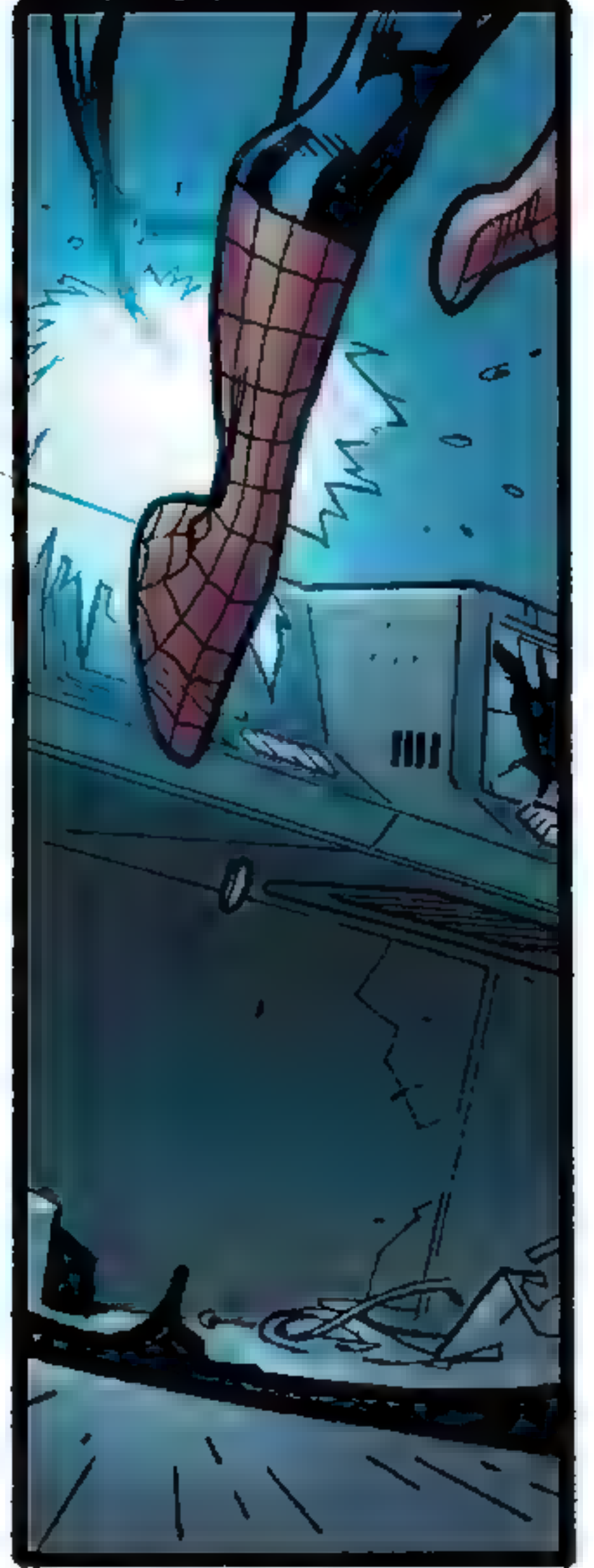
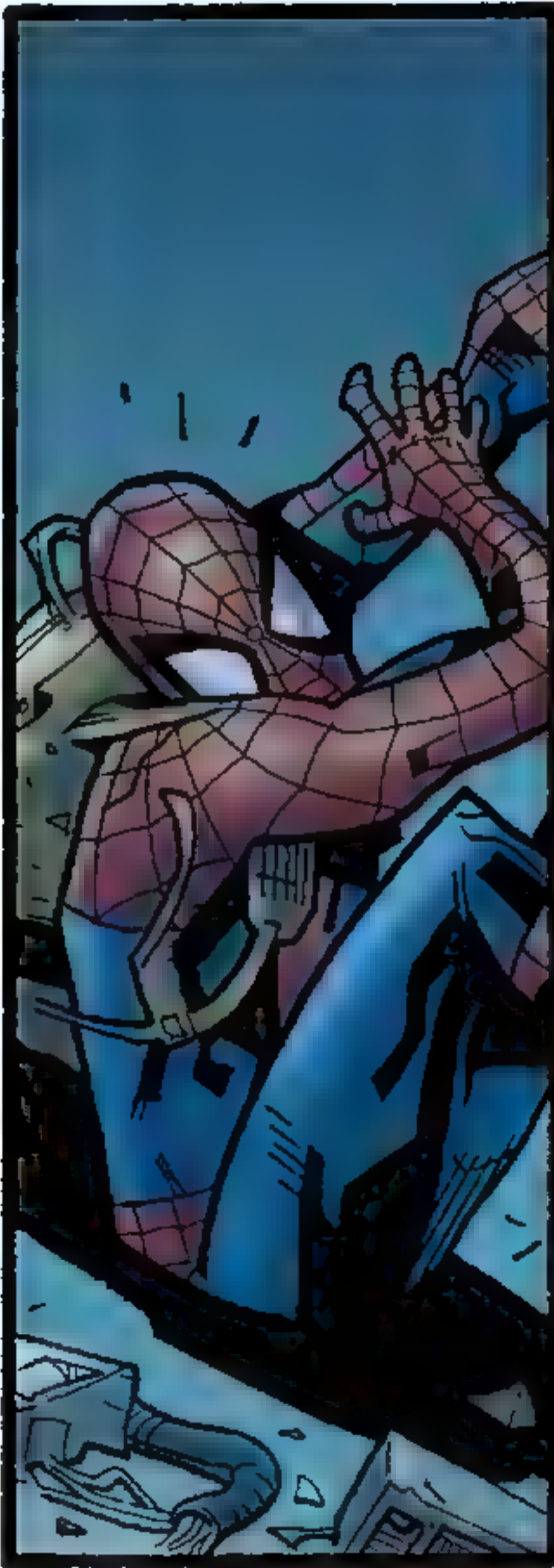
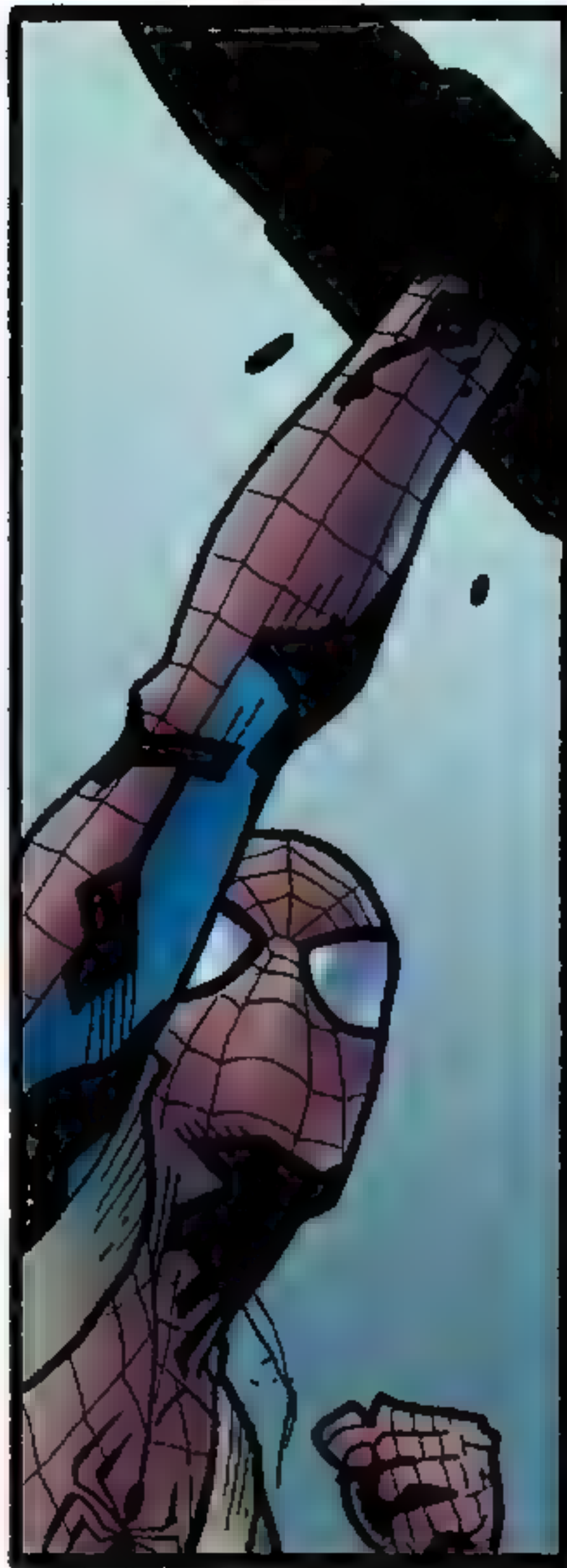


ALUNT MAY:  
But still- how did he  
*get* that way with the  
black spots?

PETER PARKER:  
I asked.  
He kicked me.

ALUNT MAY:  
So you have no  
idea what this was  
about even...

PETER PARKER:  
Well, at first I didn't,  
but there was this nice,  
terrified lab assistant  
under one of the tables  
who kept yelling out  
things like:



"Frank, please...  
it was an accident!

"We would never  
have done this to  
you on purpose!!

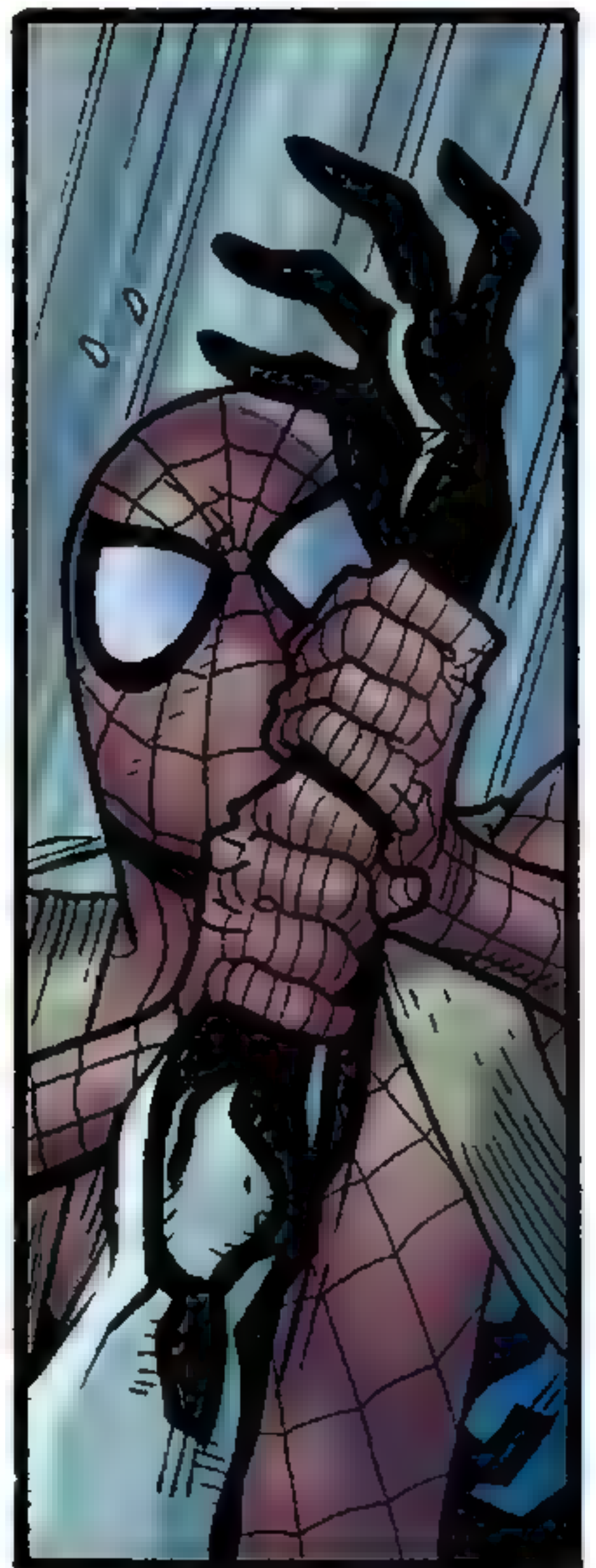
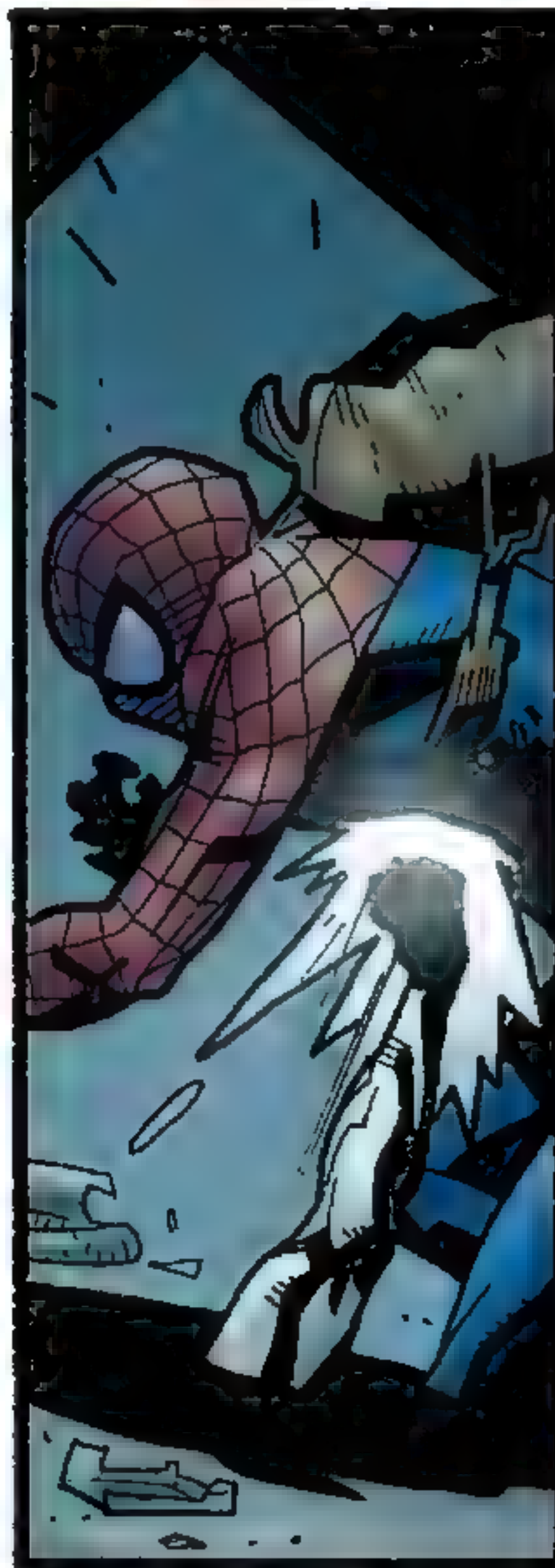
"Please, let's think  
about the scientific  
ramifications of  
blah blah blah..."

So basically  
they did this to him,  
or he did it to himself  
by accident.

Either way,  
he was freaking  
out.

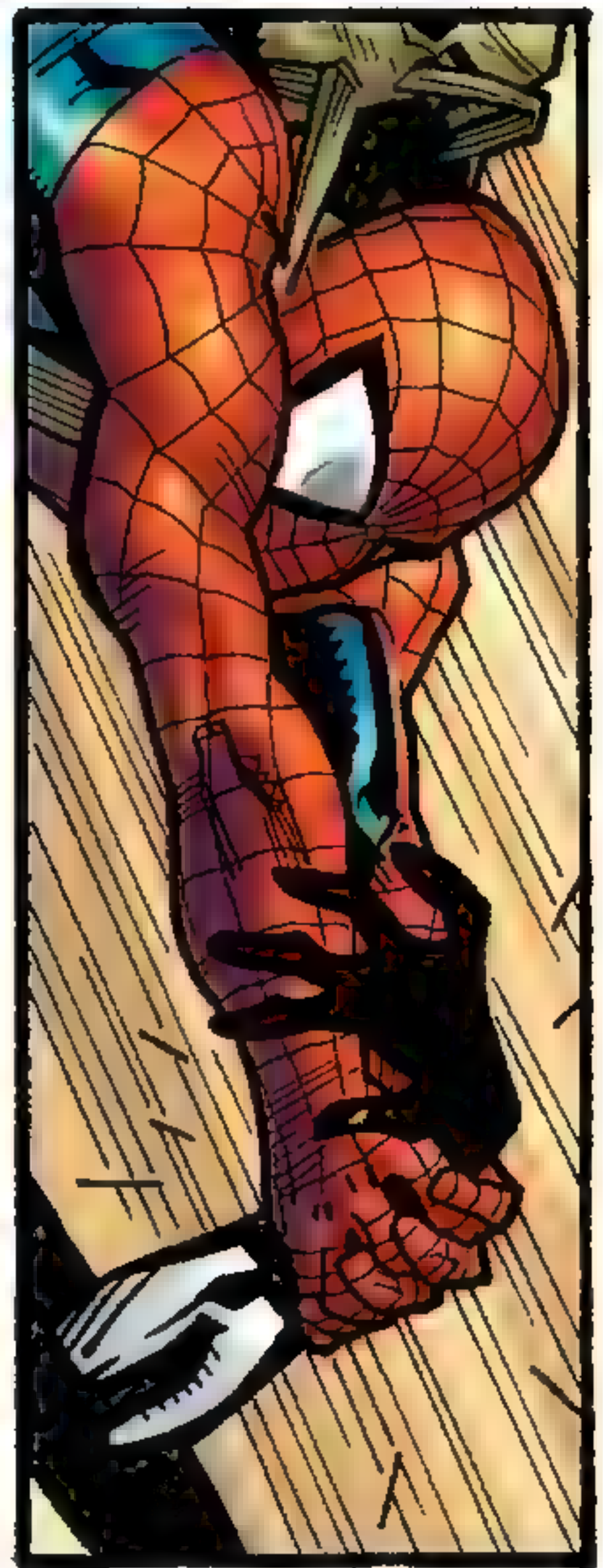
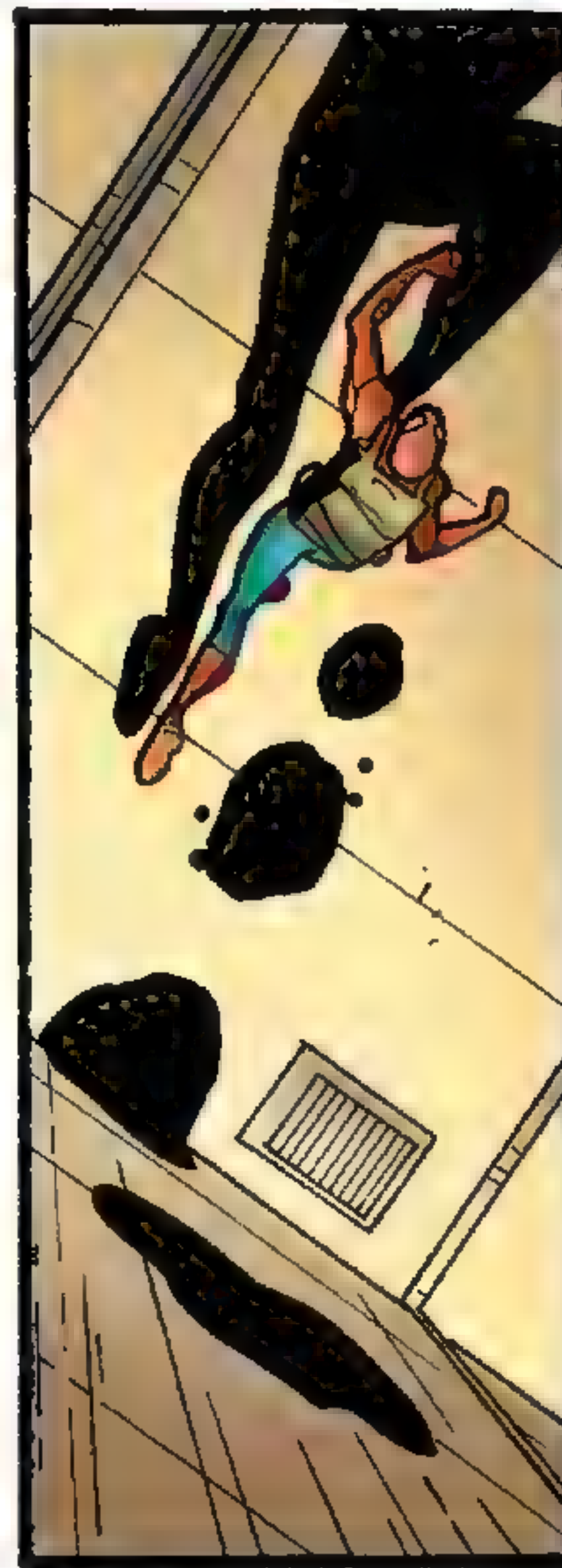
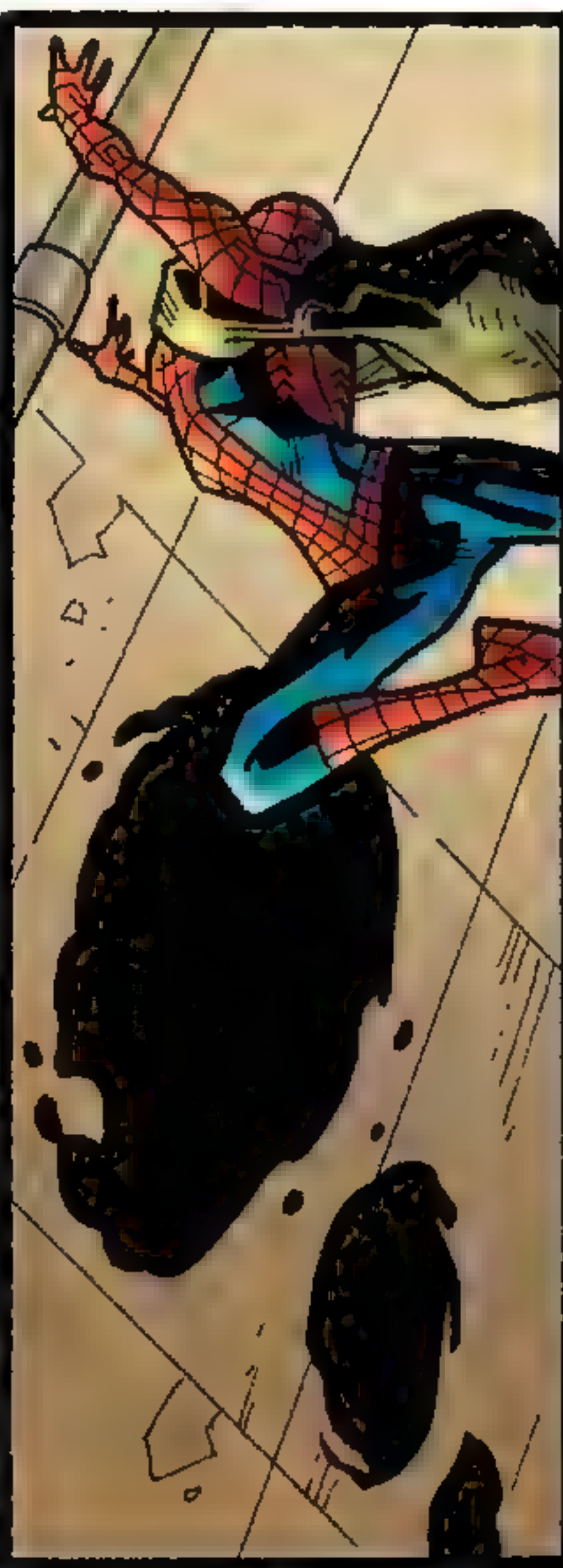
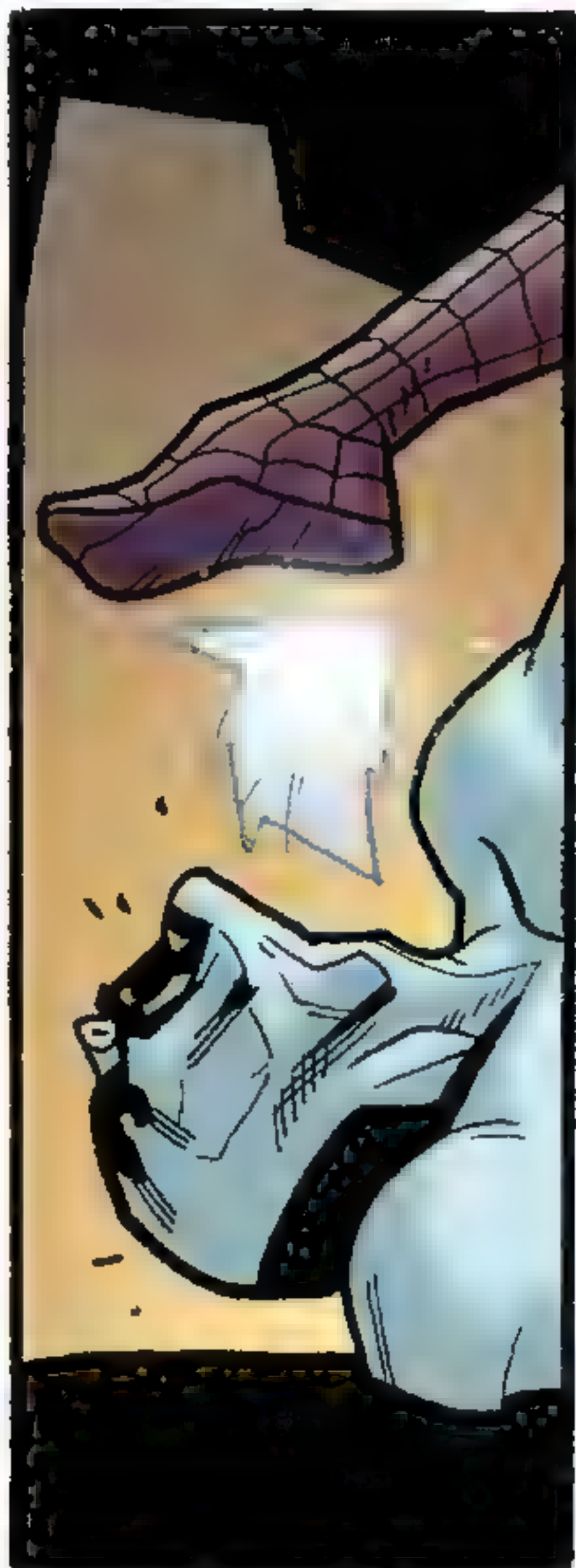
People were  
in danger.

ALUNT MAY:  
So you beat him up.



PETER PARKER:  
I can tell you're  
not comfortable  
hearing about  
this part...

...so let's skip it.





PETER PARKER:  
But I saved the day.  
(I guess.)

And as usual, the  
cops barged in,  
pulled their guns on  
me and I ran away.

ALINT MAY:  
Why do they pull  
their *guns* on you?

PETER PARKER:  
Because everyone is  
*freaked out*, and I'm  
there in a costume  
and, hey!!

ALINT MAY:  
That happens  
*all the time*?

PETER PARKER:  
That happens  
*every* time.

ALINT MAY:  
They *shoot* at you??

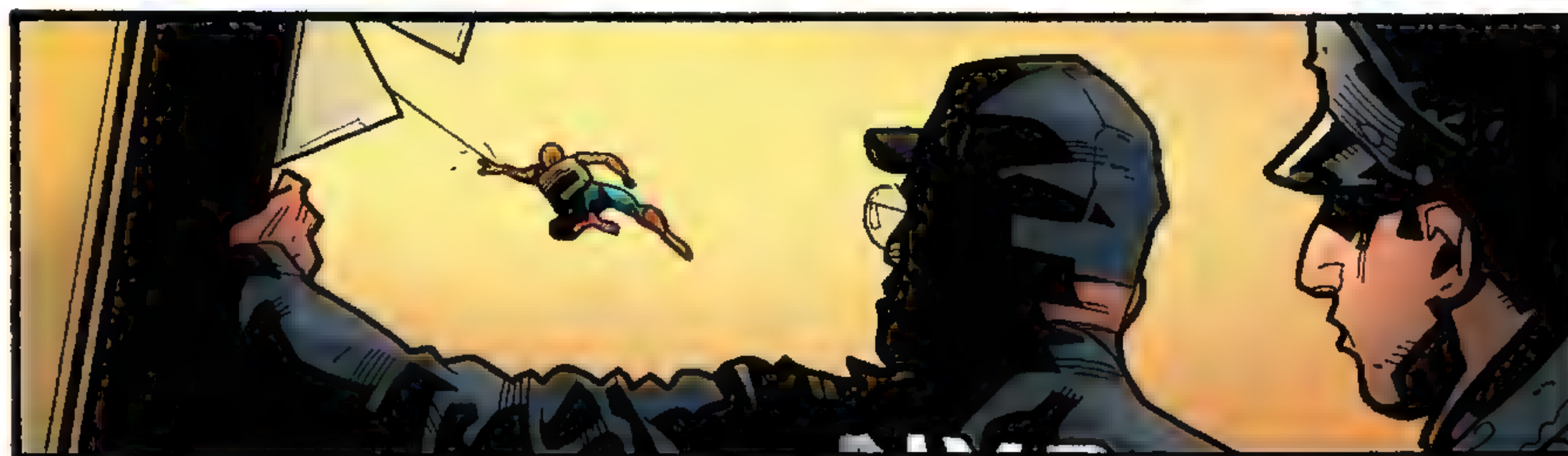
PETER PARKER:  
Listen, I'm not trying  
to upset you--

ALINT MAY:  
They shoot at you??  
You save them and they  
*shoot at you*??

PETER PARKER:  
Um, let's save  
that part of it for  
another time.

The point is there was  
this guy who defied all  
laws of physical space  
who almost pulled me  
into a black hole of  
an abyss--

ALINT MAY:  
This is all- what  
does it all mean?







See, *that's* the question.

At first it's just, there are people in danger. Be the hero.

But...

I think- I think maybe it *does* mean something more.

Something big.



Spider-Man, Iron Man, Goblins and Punishers, mutants, Daredevils, and Electros.

It all happened so fast.

First there were no super-people. And now there's, like, a hundred...

And a new one pops up almost every day!

Why? Why *now*?

What for? Accident? Coincidence? Something is happening.

Someone in my class brought this up. He was almost joking- using "*Ghostbusters*" as his reference point, but...

It really got under my skin.

Maybe it *means* something, maybe it means something bigger is coming.

Maybe something's about to *happen*.



I don't know. Maybe I'm too close to it to *see* it.

Maybe it's nothing.

Maybe this is just the way the world *is* now.



But if there *is* something bigger- I just feel that until it reveals itself, the *least* I can do is help as many people as I can.

Help people just get home at the end of the day.

Does that make any sense?



Kind of.



What are you thinking?





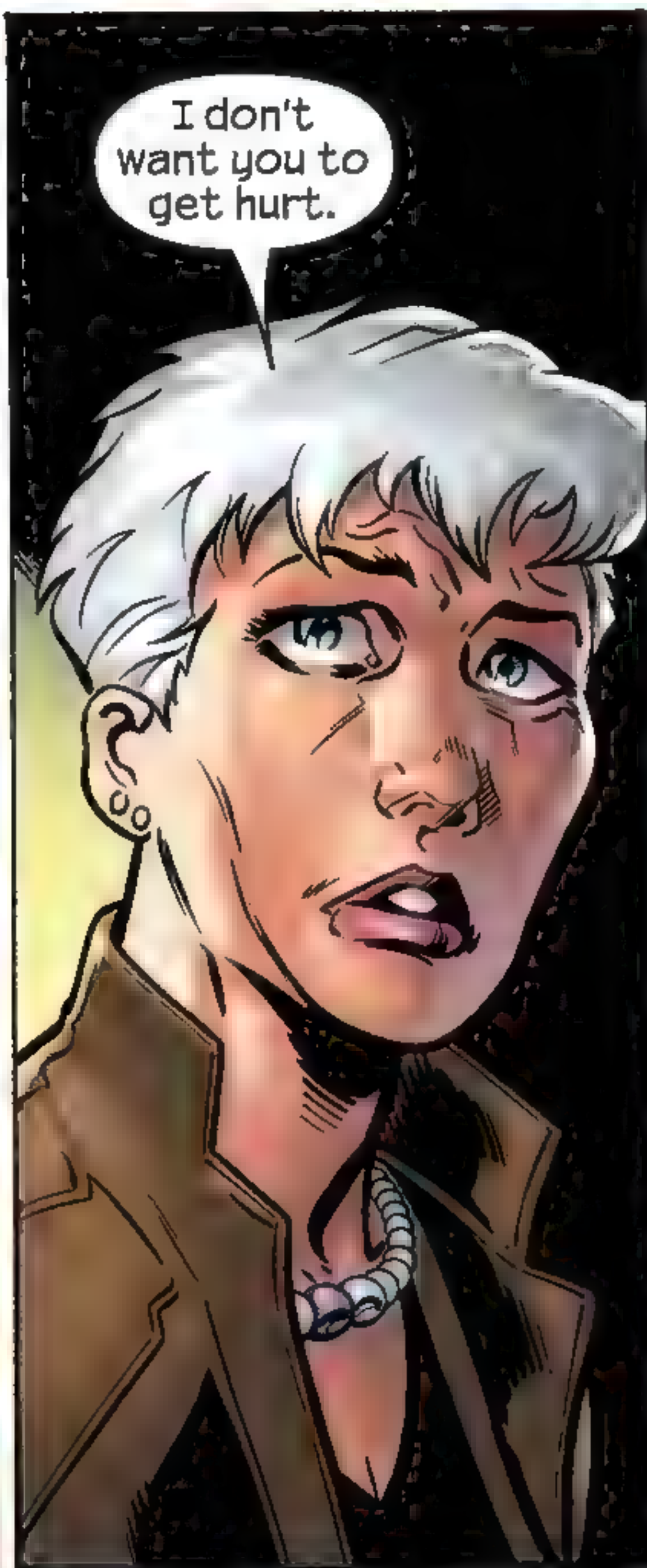
Everyone else has to worry about their kids drinking, doing drugs, stealing a car...

There's no precedent for what I'm going to have to worry about.

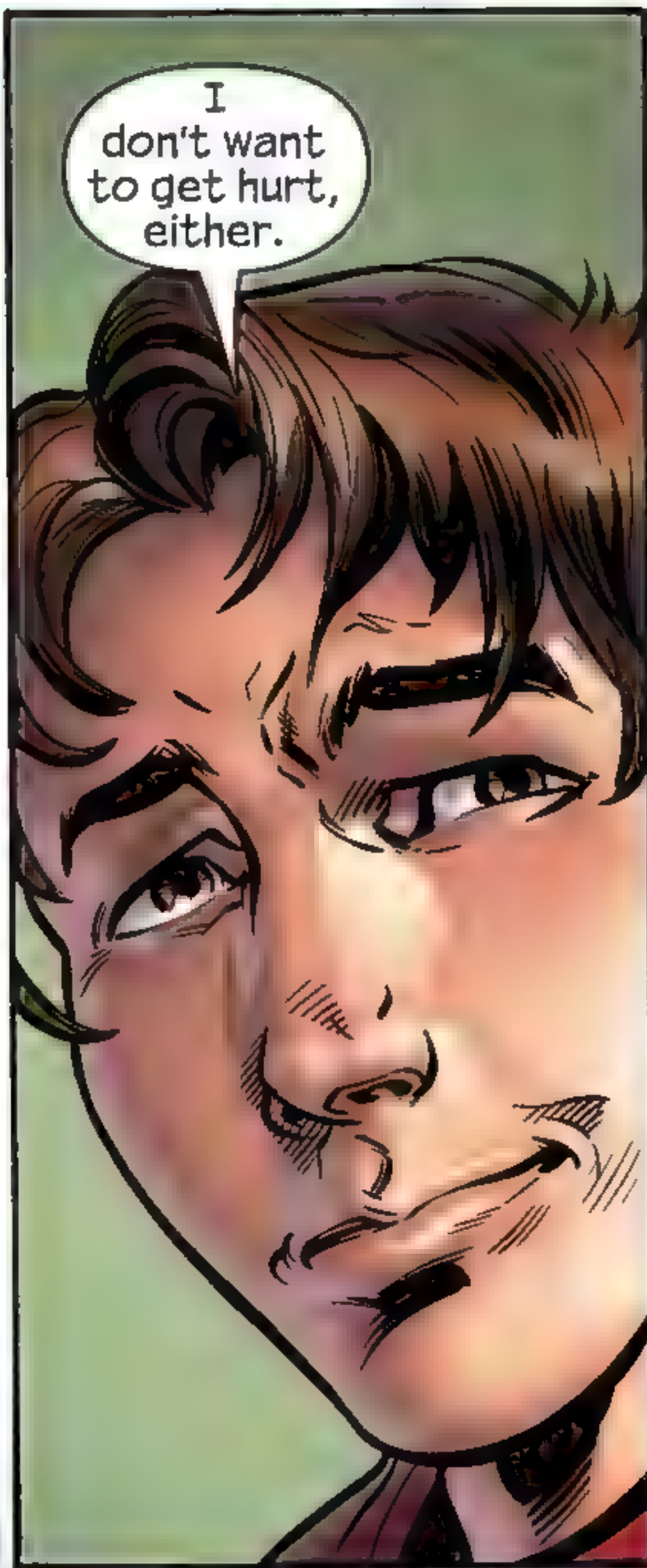
Because there's nothing, really, I can do to **stop** you from doing this.



You **want** to stop me?



I don't want you to get hurt.

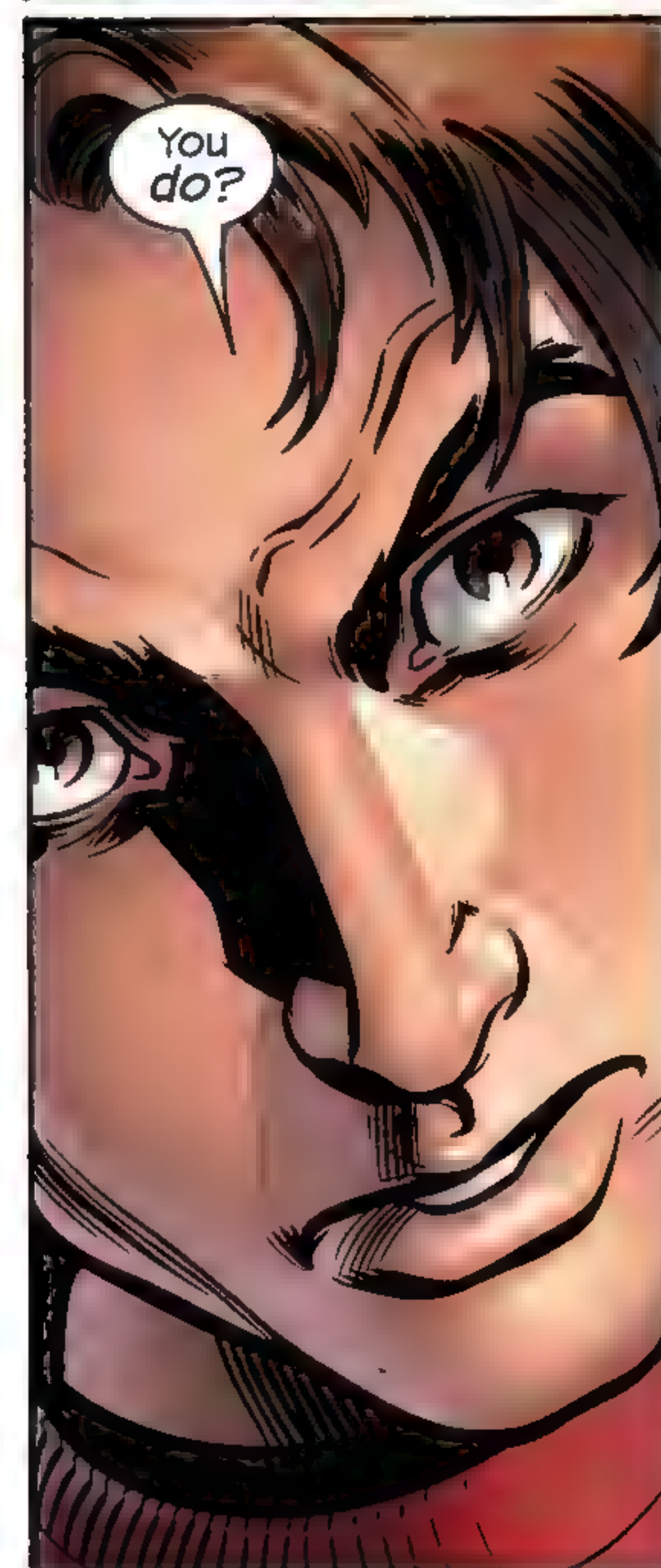


I don't want to get hurt, either.

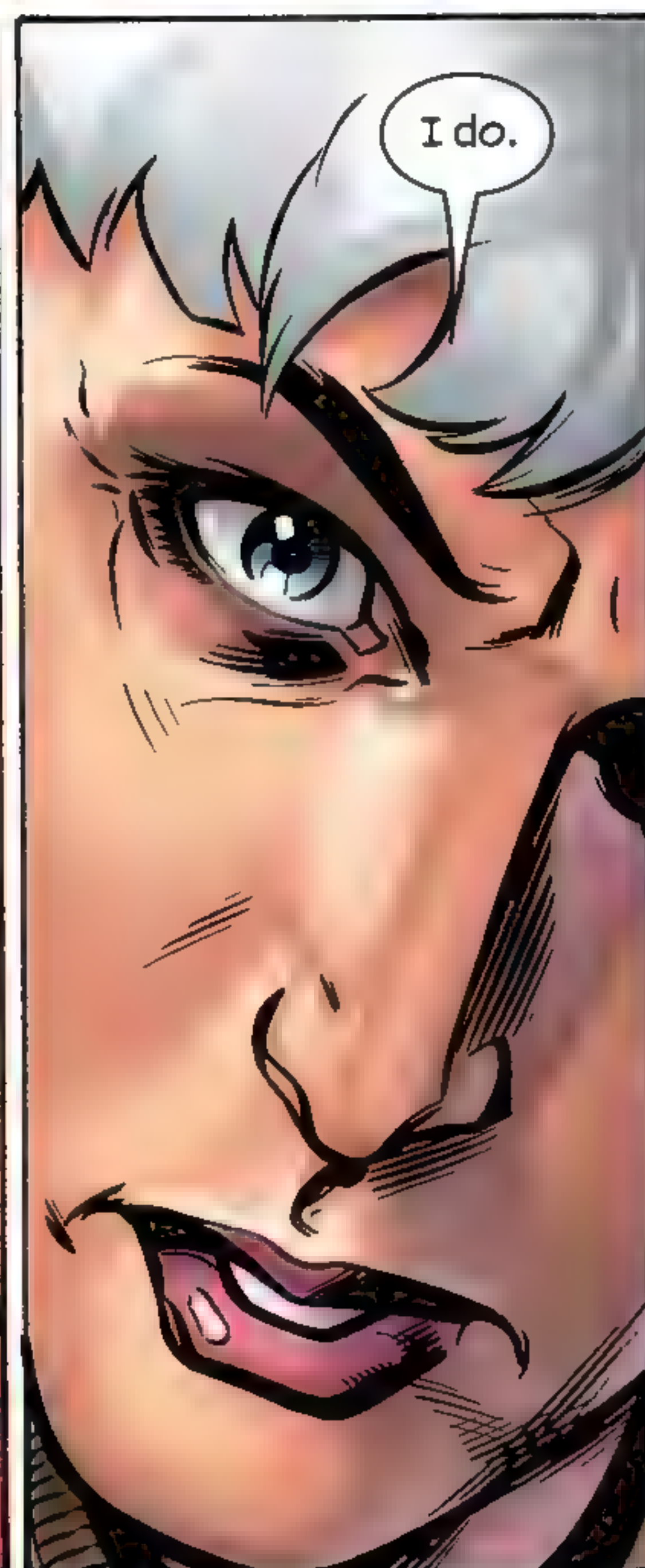


But I know it's good.

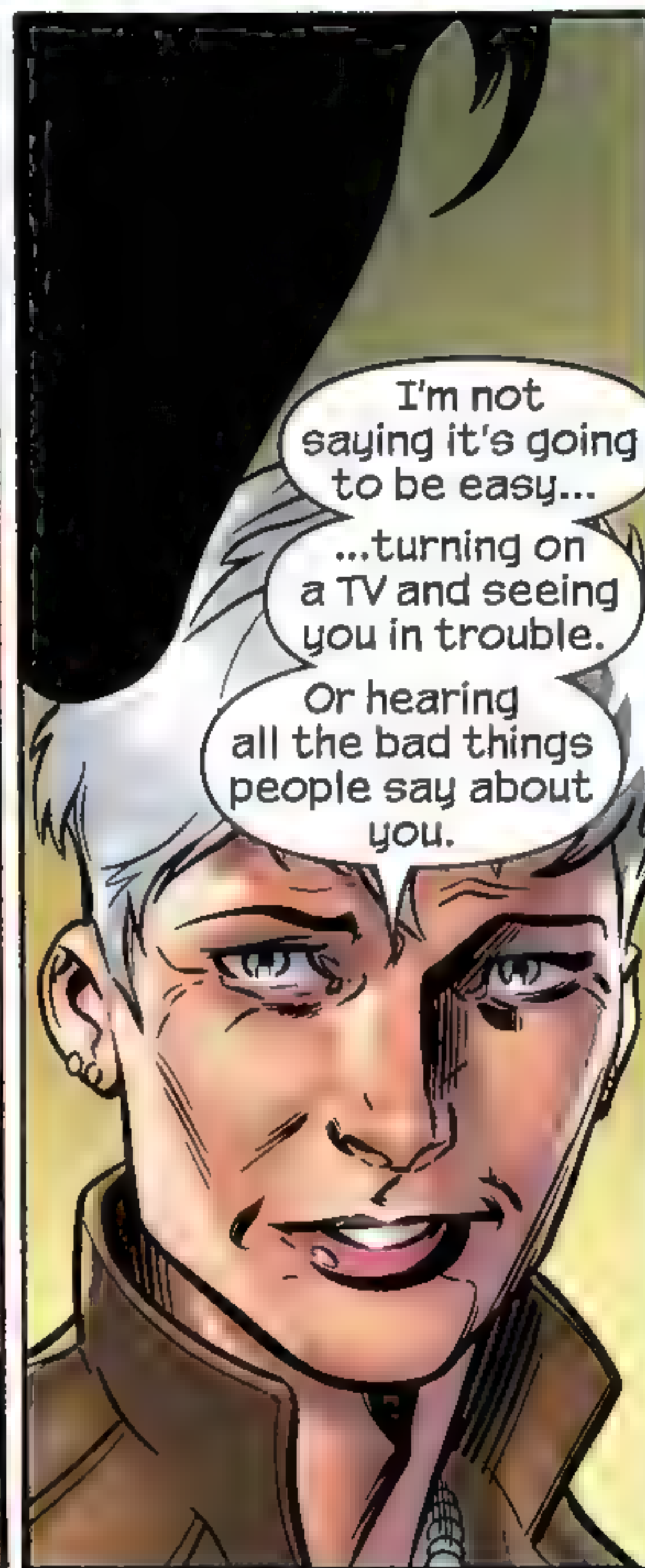
What you're doing.



You **do**?



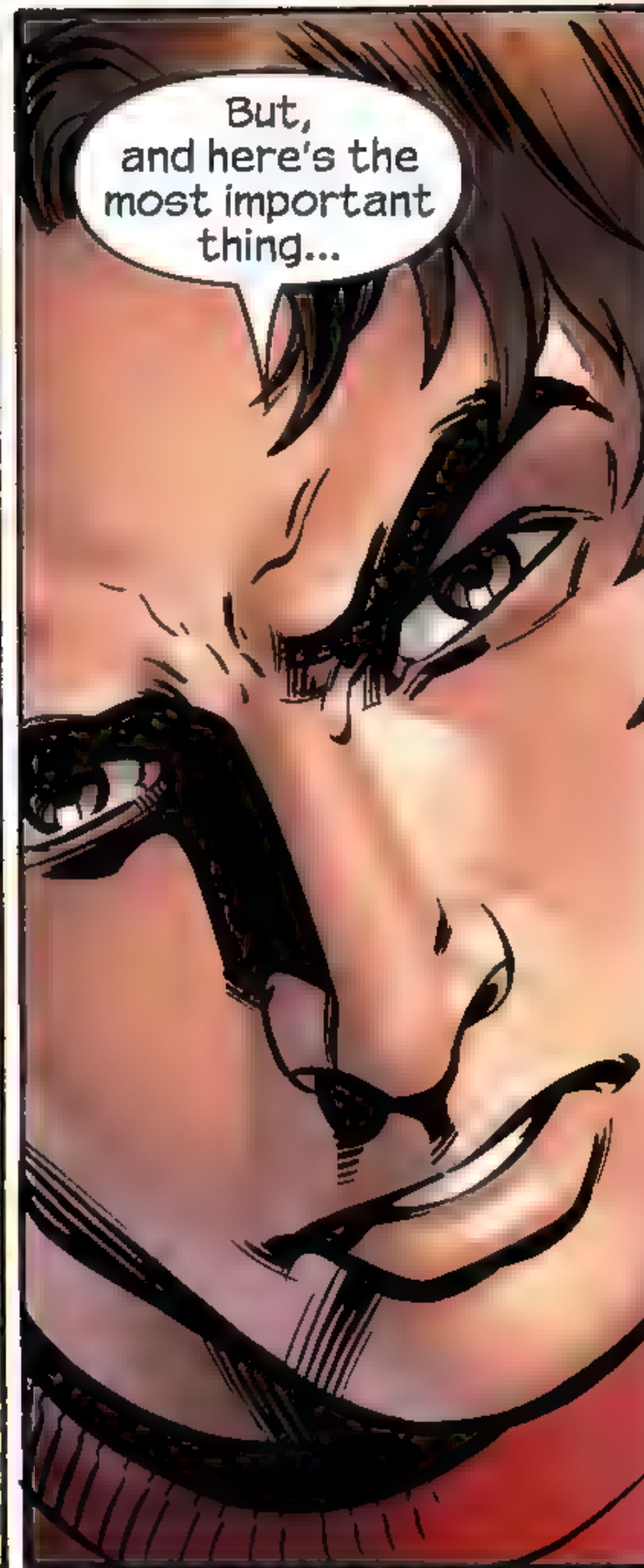
I do.



I'm not saying it's going to be easy...

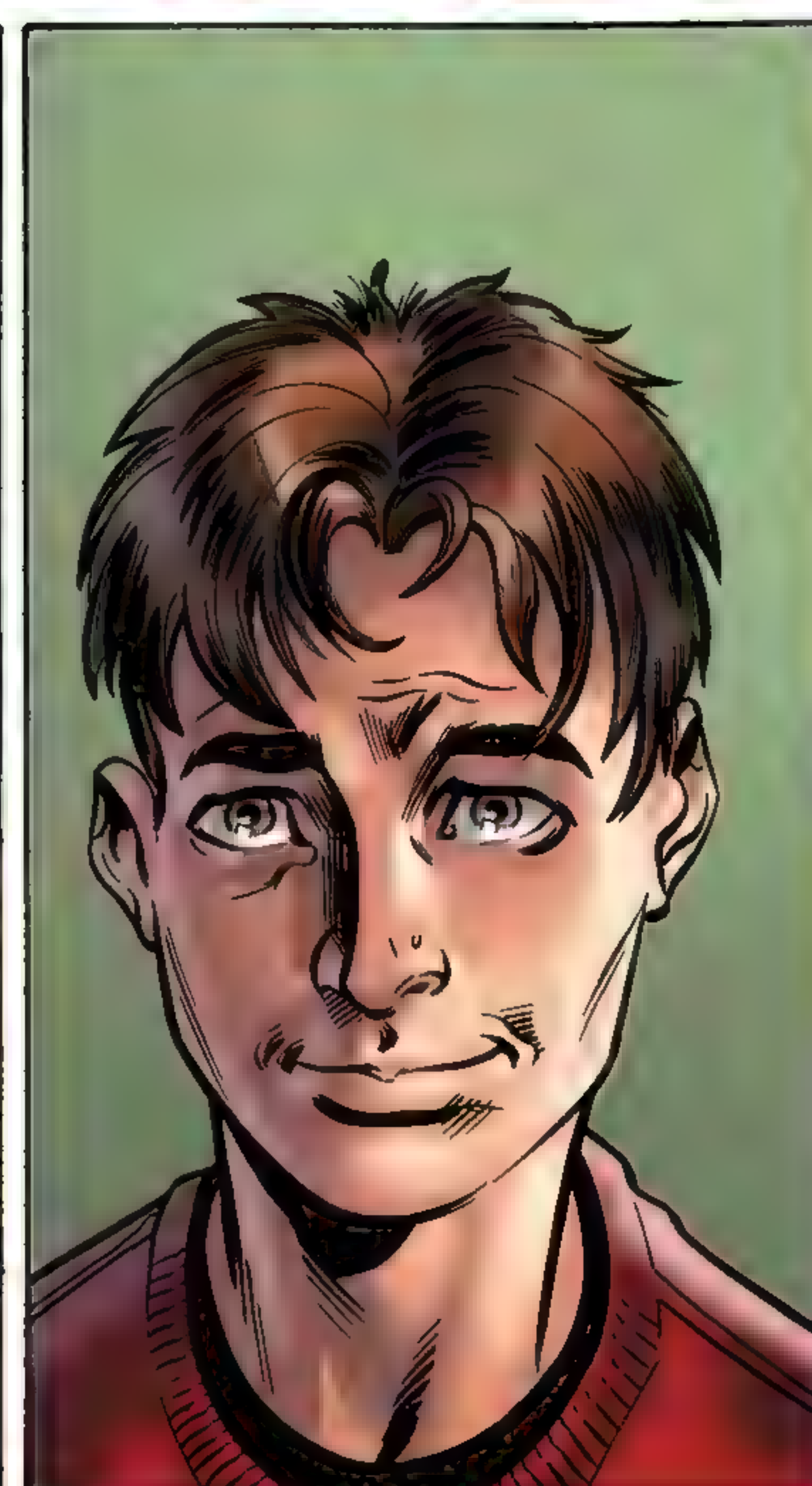
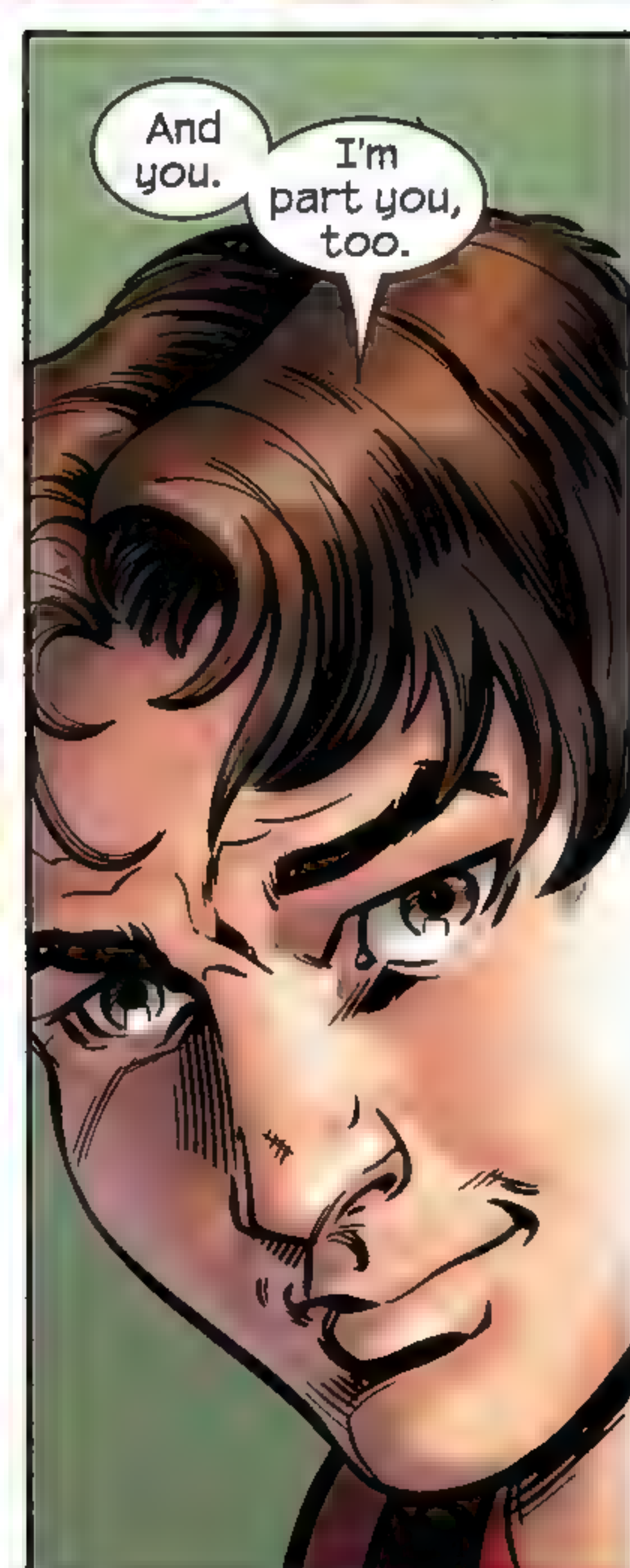
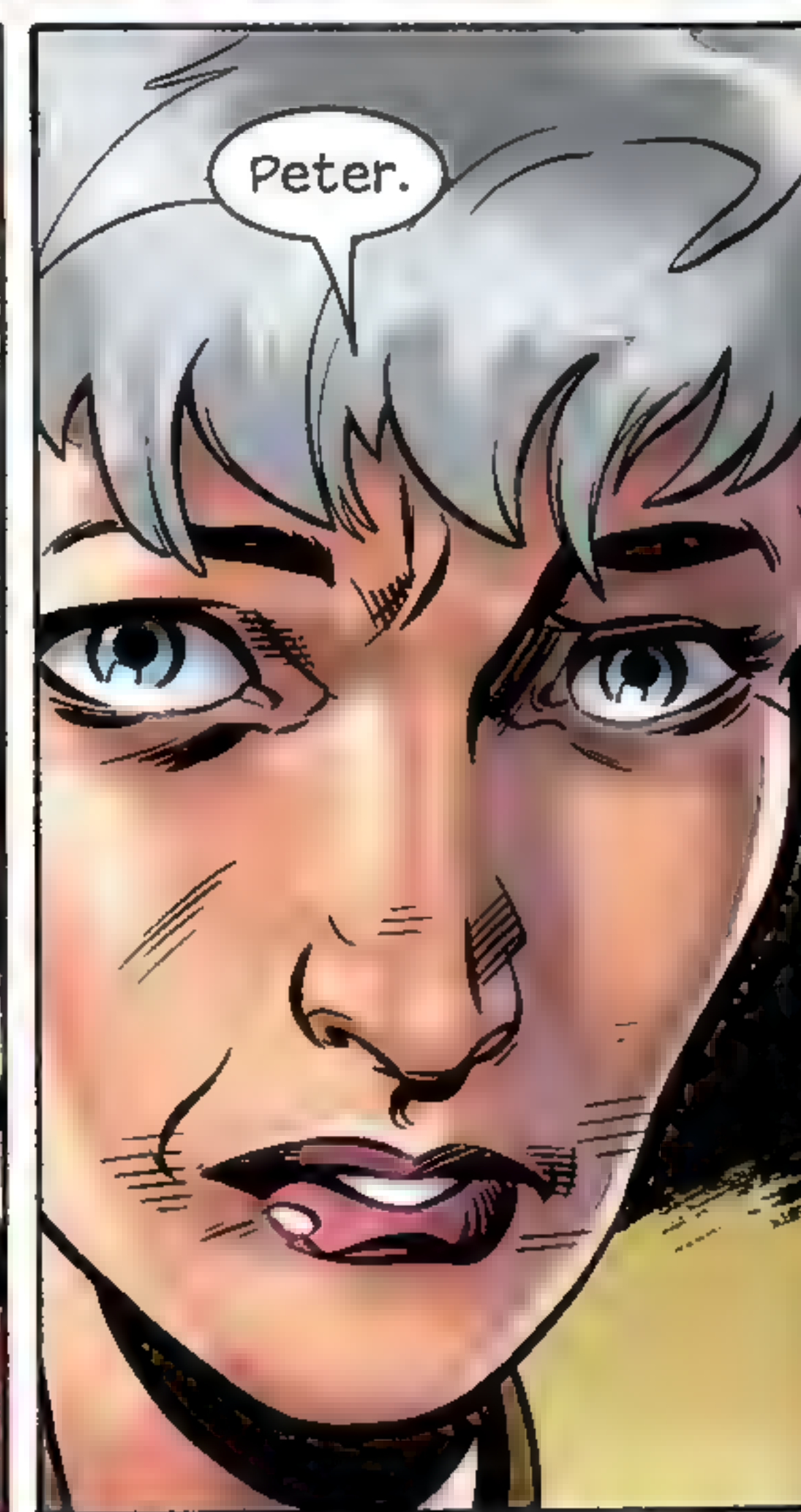
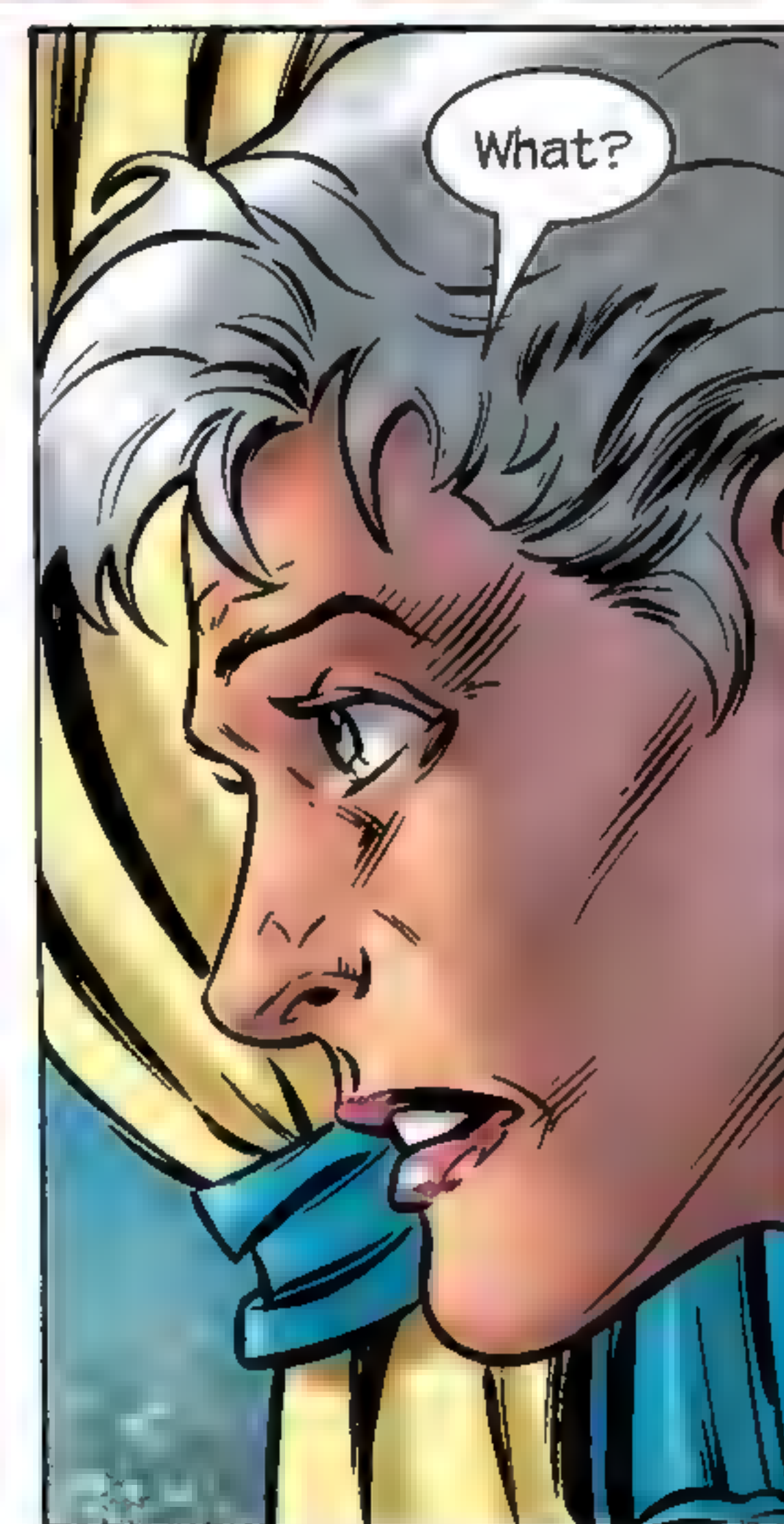
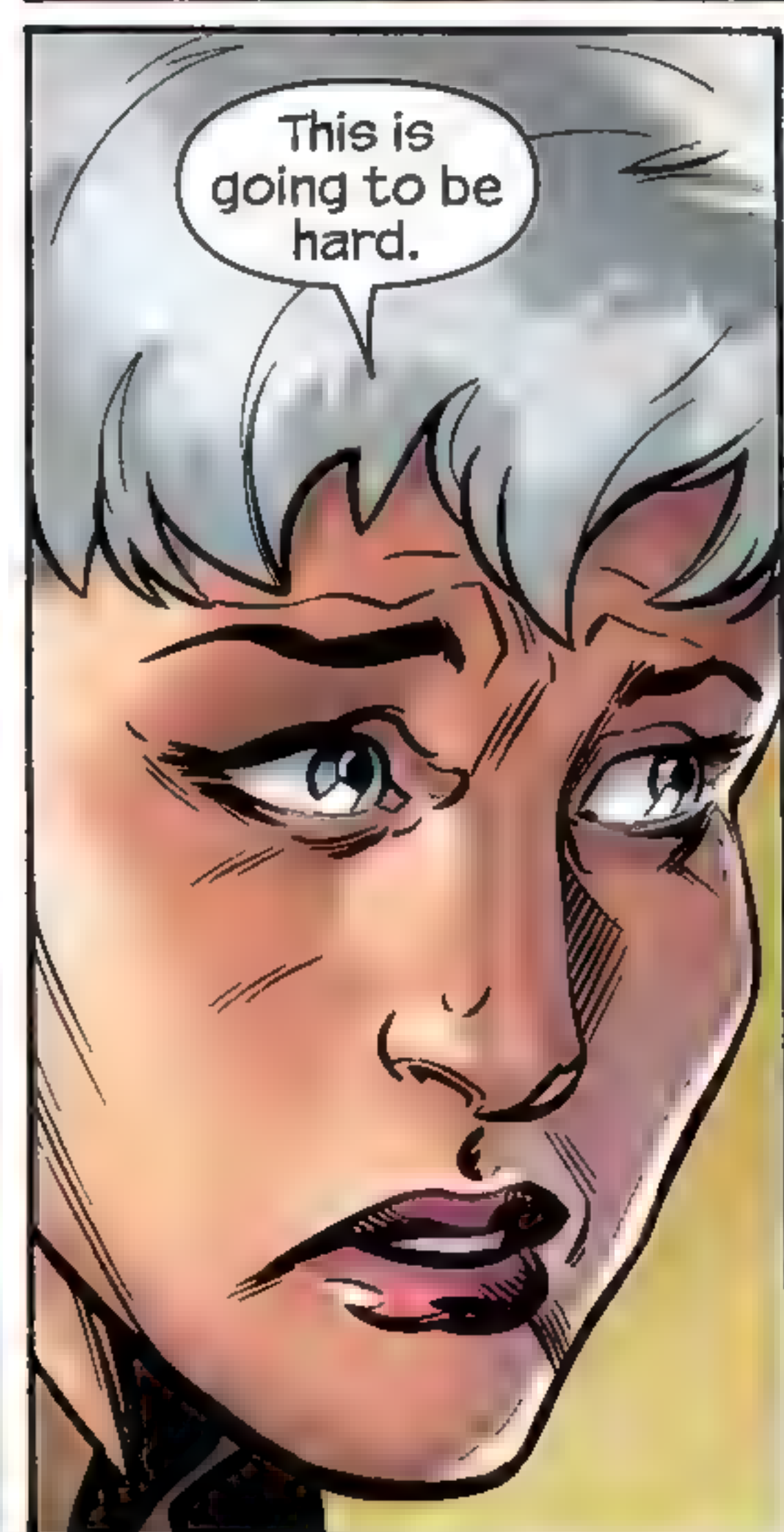
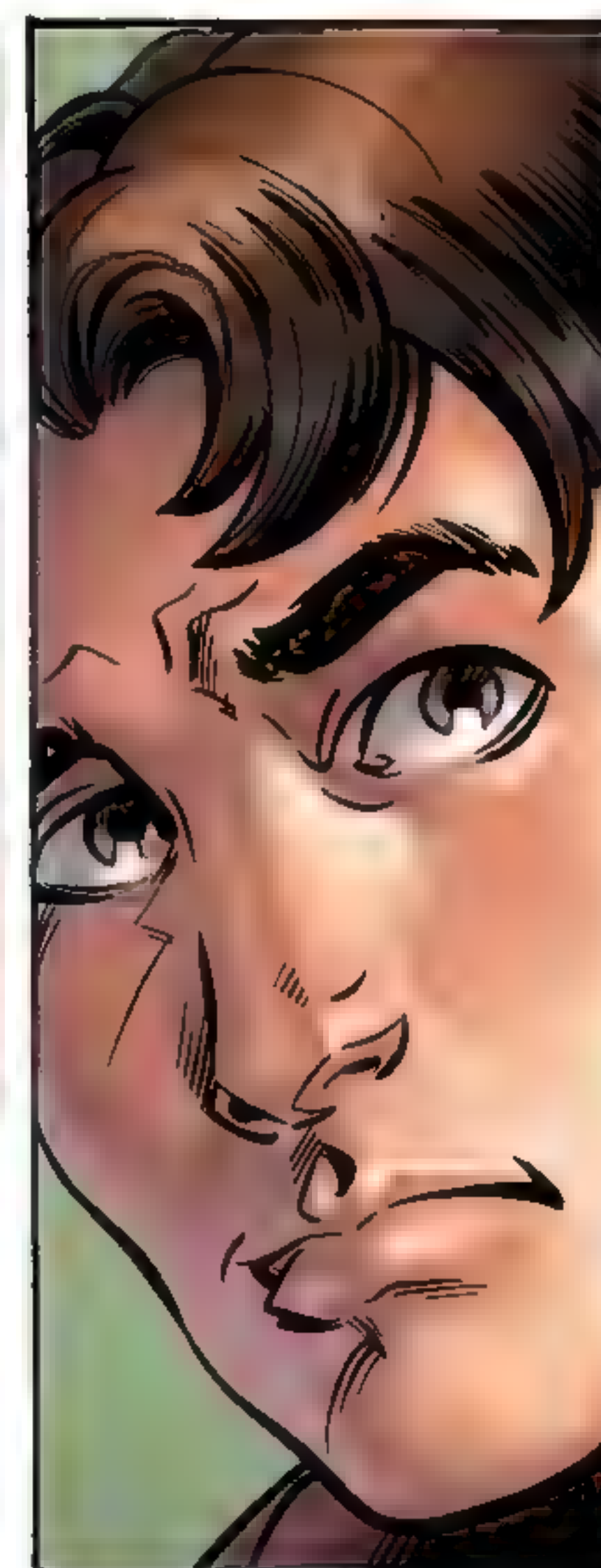
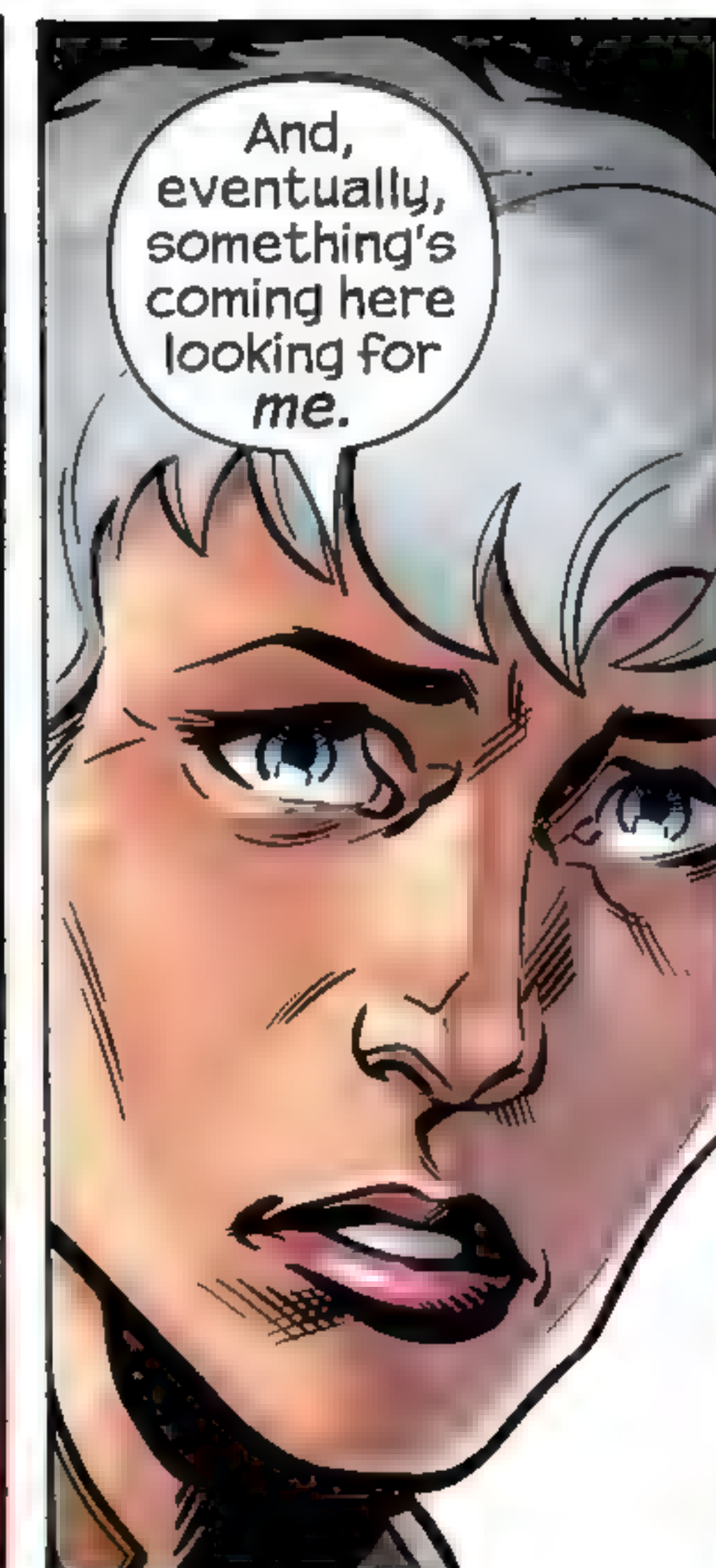
...turning on a TV and seeing you in trouble.

Or hearing all the bad things people say about you.



But, and here's the most important thing...













"I'm sure I'll  
find something  
to do."







# ULTIMATE SPIDER-MAN

So this is it, my last issue of Ultimate Spider-Man! Saying I'm conflicted about walking away from this project would be a vast understatement, but I really believe that the time has come for me to move on. I leave knowing that the book is in great hands with Stuart Immonen taking over the penciling chores. I don't think a better choice could have been made.

I'd first like to thank Bill Jemas for insisting I take this job over my idiotic objections. Ultimate Spidey came along at a real crossroad point in my comics career, and it is no exaggeration that it has become the most fulfilling and rewarding professional experience of my life. I'd like to thank Dan Buckley, Joe Quesada, Ralph Macchio, Nick Lowe, John Barber and all the folks in editorial who have had my back for all these years. I've never had an easier, more professional group of people to work with than you guys, and you'll always have my respect and gratitude.

Thanks and praise also to all my artistic collaborators whose talent made my work shine. Art Thibert, Steve Buccellato, Marie Javins, J.D. Smith, Scott Hanna, Justin Ponsor, Richard Isanove, John Dell and Drew Hennessy. I'm sure I'm forgetting a few (it was a looong run). All contributed to make this book as terrific looking as possible.

I have nothing to say about Brian Michael Bendis because words cannot express the deep appreciation and respect I have for the brilliance and talent, and the commitment he brings to this book. It has been my honor to be part of telling his stories, and I'm sure that Ultimate Spider-Man would be a shallow shadow without him.

Finally, to you fans—you guys rock! To have a book like this, in this day and age, remain this supported by y'all for this long is nothing short of astounding. There is not a day that goes by that I am not humbled and grateful for your support.

-Mark Bagley





**SON OF ULTERSON**